

Hearing Date and Time: June 25, 2009 at 9:45 a.m. (Eastern Time)
Objection Date and Time: June 19, 2009 at 4:00 p.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**MOTION OF THE DEBTORS PURSUANT TO 11 U.S.C. § 363
FOR AN ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN
AP SERVICES, LLC AS CRISIS MANAGERS AND TO DESIGNATE
ALBERT A. KOCH AS CHIEF RESTRUCTURING OFFICER,
NUNC PRO TUNC TO THE PETITION DATE**

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TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

General Motors Corporation (“**GM**”) and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), file this motion (the “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) authorizing the Debtors to employ and retain AP Services, LLC (“**APS**”) as crisis managers to the Debtors nunc pro tunc to the Petition Date (as defined herein) to provide interim management and restructuring services, and (b) designating Mr. Albert A. Koch as Chief Restructuring Officer (“**CRO**”) to the Debtors. In support of this Motion, the Debtors submit the Declaration of Mr. Albert A. Koch (the “**Koch Declaration**”), a copy of which is attached as **Exhibit B** and incorporated by reference herein. In further support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are section 363 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”) and the Local Rules of the Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the Southern District of New York (“**Local Rules**”).

Background

4. On June 1, 2009, (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter**”

11 Cases”). On the Petition Date, the Debtors filed motions or applications seeking certain typical “first day” relief, including an order to have these cases jointly administered.

5. Additional information regarding the Debtors’ businesses, capital structure and the circumstances leading to these Chapter 11 Cases is contained in the Affidavit of Frederick A. Henderson Pursuant to Rule 1007-2 of the Local Rules, sworn to and filed on June 1, 2009 (the “**First Day Affidavit**”).

6. The Debtors are continuing in possession of their respective properties and have continued to operate and maintain their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. On June 3, 2009, Diana G. Adams, the United States Trustee for Region 2, filed (at Docket No. 356) the Appointment of Committee of Unsecured Creditors (the “**Creditors’ Committee**”) in these Chapter 11 Cases.

Relief Requested

8. By this Motion, the Debtors seek an order authorizing the employment and retention of APS pursuant to section 363 of the Bankruptcy Code to perform crisis management services and the designation of Mr. Albert A. Koch as CRO for the Debtors in these Chapter 11 Cases upon the terms and conditions contained in that certain letter dated as of May 29, 2009 between APS and the Debtors (such letter, together with all related documents, is referred to as the “**Engagement Letter**”), a copy of which is attached as **Exhibit C** and incorporated by reference herein.

APS’ Qualifications

9. The Debtors are familiar with the professional standing and reputation of APS. The Debtors understand that APS has a wealth of experience in providing restructuring

advisory services, and enjoys an excellent reputation for services it has rendered in large and complex chapter 11 cases on behalf of debtors and creditors throughout the United States.

10. APS' professionals have assisted and advised, and provided strategic advice to, debtors, creditors, bondholders, investors, and other entities in numerous chapter 11 cases of similar size and complexity to the Debtors' Chapter 11 Cases. APS and its affiliate, AlixPartners, LLP ("**AlixPartners**") and their predecessor entities, have provided restructuring or crisis management services in numerous large cases, including most recently, In re ACG Holdings, Inc., Case No. 08-11467 (CSS) (Bankr. D. Del. 2008); In re Bally Total Fitness of Greater New York, Case No. 08-14818 (BRF) (Bankr. S.D.N.Y. 2008) and Case No. 07-12395 (BRL) (Bankr. S.D.N.Y. 2007); In re BHM Technologies, Case No. 08-04413 (SWD) (Bankr. W.D. Mich. 2008); In re Caruso Homes, Inc., Case No. 08-18254 (JFS) (Bankr. D. Maryland 2008); In re Charys Holding Company, Inc., Case No. 07-10289 (BLS) (Bankr. D. Del. 2008); In re Gainey Corporation, Case No. 08-09092 (JDG) (Bankr. W.D. Mich. 2008); In re Hilex Poly Co., LLC, Case No. 08-10890 (KJC) (Bankr. D. Del. 2008); In re Motor Coach Industries International, Case No. 08-12136 (BLS) (Bankr. D. Del. 2008); In re Paper International, Inc. et al., Case No. 08-13917 (RDD) (Bankr. S.D.N.Y. 2008); In re SemGroup, L.P., Case No. 08-11525 (BLS) (Bankr. D. Del. 2008); In re Tropicana Casinos & Resorts, Case No. 08-10856 (DJC) (Bankr. D. Del. 2008); In re VeraSun Energy Corporation, Case No. 08-12606 (BLS) (Bankr. D. Del. 2008); In re Levitt and Sons, LLC, Case No. 07-19845 (RBR) (Bankr. S.D. Fla. 2007); In re New Century TRS Holdings, Inc., Case No. 07-10416 (KJC) (Bankr. D. Del. 2007); In re Remy Worldwide Holdings, Inc., Case No. 07-11481 (KJC) (Bankr. D. Del. 2007); In re Dana Corp., Case No. 06-10354 (BRL) (Bankr. S.D.N.Y. 2006); In re Dura Auto. Sys., Inc., Case No. 06-11202 (KJC) (Bankr. D. Del. 2006); In re Sea Containers Ltd., Case No. 06-11156

(KJC) (Bankr. D. Del. 2006); In re Calpine Corp., Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. 2005).

11. Mr. Albert A. Koch, who will act as CRO for the Debtors, has worked as a restructuring and financial consultant for nearly three decades serving businesses in various industries including consumer products, health insurance, and contract manufacturing. Mr. Koch has substantial knowledge and experience advising large companies and assisting troubled companies with stabilizing their financial condition, analyzing their options, and developing appropriate business plans to accomplish restructuring initiatives. Mr. Koch served as interim Chief Financial Officer of Kmart Corporation during its Chapter 11 bankruptcy proceeding, where he helped navigate the organization through a strategic and financial restructuring. Mr. Koch has also served in senior financial and executive officer roles at many large companies, including Champion Enterprises and Handleman Company.

12. Furthermore, as a result of the prepetition work performed on behalf of the Debtors, APS professionals have acquired significant knowledge of the Debtors and their businesses and are now familiar with the Debtors' financial affairs, debt structure, operations, and related matters. Likewise, in providing prepetition services to the Debtors, APS' professionals have worked closely with the Debtors' management and their other advisors. Accordingly, APS possesses relevant experience and expertise regarding the Debtors that will assist it in providing effective and efficient services in these Chapter 11 Cases.

Scope of Services

13. As provided in the Engagement Letter, on or before May 31, 2009, APS provided Mr. Albert A. Koch to be appointed and serve as the Debtors' CRO, reporting directly to the Debtors' Chief Executive Officer. Working collaboratively with the Debtors' senior management team and board of directors, as well as the Debtors' other professionals, Mr. Koch

will assist the Debtors in evaluating and implementing strategic and tactical options through the restructuring process, including any sale of assets.

14. In addition, APS has agreed to provide certain temporary staff to assist Mr. Koch (collectively, the “**Temporary Staff**”) and to facilitate the Debtors in their restructuring efforts. The initial list of Temporary Staff, their rates and other information is set forth in the Engagement Letter and in the section below regarding professional compensation. The CRO and other Temporary Staff will continue to be employed by AlixPartners and/or APS and while rendering services to the Debtors and may continue to work with other personnel at AlixPartners and/or APS in connection with other unrelated matters, which will not unduly interfere with services pursuant to this engagement.

15. The Debtors anticipate that during these Chapter 11 Cases, in addition to the ordinary course duties of a CRO, Mr. Koch and the Temporary Staff will perform a broad range of services, as outlined in the Engagement Letter, including, without limitation, the following:¹

- Assist the Debtors and their advisors in the negotiation and completion of the sale of assets and operations contemplated by the Debtors (the “**Transaction**”) to a US Treasury sponsored purchaser (“**New GM**”). The Transaction is anticipated to be processed and consummated pursuant to section 363 of the Bankruptcy Code.
- On behalf of the Debtors, to support the negotiation of, and participate in the review of, the proposed structure of the Transaction, including the assets to be sold and transferred to New GM and the liabilities to be assumed by New GM as a part of the purchase price, and the negotiation and implementation of various transitional contractual relationships between the Debtors and New GM. In performing services, APS will take into consideration (i) the management and resources that the Debtors will need after the consummation of the Transaction, and (ii) the necessary transitional contractual relations between the Debtors and New GM.

¹ The description of the services to be rendered pursuant to the Engagement Letter herein is a summary. To the extent that this Motion and the terms of the Engagement Letter are inconsistent, the terms of the Engagement Letter shall control.

- As noted, prior to the closing of the Transaction, the CRO will report to the Debtors' Chief Executive Officer. As to the services to be performed by APS as described above, the CRO will communicate directly with the Chairman of the Board, and ultimately the entire Board of Directors, as necessary, in respect of any issues that APS considers germane to its assignments. APS will meet with and report directly to the Board on its progress and on the performance of its engagement.
- Upon the closing of the Transaction, the Board shall appoint Mr. Koch as the Chief Executive Officer (the "CEO") of the Debtors and the remaining directors will select and appoint additional directors as appropriate to oversee the administration of the Debtors. As CEO, Mr. Koch will report directly to the Board of the Debtors. APS shall continue its engagement with the Debtors in accordance with the terms of this agreement. If resolved by the Board:
 - Certain Temporary Staff may become officers of the Debtors or officers or directors of the Debtors' subsidiaries as requested by the Board and agreed to by APS.
 - Mr. Koch and the Temporary Staff will oversee the administration of the Debtors' bankruptcy case, including compliance with bankruptcy court reporting requirements and the discharge of obligations of the Debtors pursuant to the Bankruptcy Code, and at the direction of the Board, shall propose, file and implement a plan of liquidation under chapter 11 in accordance with the Bankruptcy Code.
 - Mr. Koch and the Temporary Staff will seek to monetize assets, settle and administer claims as soon as practicable.
- Assist the Debtors, as requested, in relation to its investments in subsidiaries and affiliates and business counterparts and any other actions consistent with the Bankruptcy Code and applicable authorities.

16. In addition, APS has assumed AlixPartners' rights and obligations under that certain Purchase Order number TCS94967-005 (the "GM PO"), issued by General Motors Corporation, pursuant to which APS will oversee the final month of certain performance improvement services in connection with the "Global Genesis Cost Management Project." The fees associated with this final month of work are a flat rate of \$131,250.00. APS expects that its services with respect to this matter will be completed by July of 2009.

17. The Debtors and APS intend that all of the services that APS will provide to the Debtors will be: (a) appropriately directed by the Debtors so as to avoid duplicative efforts

among the other professionals retained in the case, and (b) performed in accordance with applicable standards of the profession.

18. The Engagement Letter also contains standard indemnification language with respect to APS' services including, without limitation, an agreement by the Debtors to indemnify the Temporary Staff and APS, its affiliates, and its partners, directors, officers, owners, employees, and agents from and against claims, liabilities, losses, expenses, and actual damages. Accordingly, as part of this Motion, the Debtors request that this Court approve the indemnification provisions as set forth in the Engagement Letter as modified in conformance with the protocol² established with the United States Trustee (the "**Protocol**") and as set forth in the proposed order. Pursuant to the Protocol, the Debtors are permitted to indemnify those APS employees serving as "executive officers" (as such term is used in the Protocol) and APS agrees to waive the indemnification provisions as they apply to APS; AlixPartners or their affiliated entities (but not as to those Temporary Staff serving in executive officer or director positions at a Debtor, or at the request of a Debtor).

19. If APS finds it desirable to augment its Temporary Staff with independent contractors (each, an "**Independent Contractor**") in these Chapter 11 Cases, (a) APS will file, and require the Independent Contractor to file, declarations indicating that the Independent Contractor has reviewed the list of the interested parties in this case, disclosing the Independent Contractor's relationships, if any, with the interested parties, and indicating that the Independent Contractor is disinterested, (b) the Independent Contractor will remain disinterested during the

² On October 4, 2001, the Bankruptcy Court for the District of Delaware approved a settlement between the United States Trustee and Jay Alix and Associates ("**JAA**"), under which JAA, along with its affiliates, agreed to abide by certain guidelines in seeking to be retained in future chapter 11 bankruptcy cases. The Stipulations, each dated September 11, 2001, were entered in the cases, *In re Safety-Kleen Corp.*, Case No. 00-2303 (Bankr. D. Del.) and *In re Harnischfeger Industries Inc.*, Case No. 99-2171 (Bankr. D. Del.), respectively.

time that APS is involved in providing services on behalf of the Debtors, and (c) the Independent Contractor will represent that he/she will not work for the Debtors or other parties in interest in these Chapter 11 Cases during the time APS is involved in providing services to the Debtors. In this engagement, APS will charge the Debtors for an Independent Contractor's services at the same rate that APS pays for such services.

Professional Compensation

20. The standard hourly rates, subject to periodic adjustments, as set forth in the Engagement Letter, charged by professionals anticipated to be assigned to this case are as set forth below. Also set forth below are those individuals that have currently been identified by the Debtors as performing a role as an "executive officer" (as such term is used in the Protocol).

**Current List of Temporary Staff
Individuals with Executive Officer Positions**

Name	Description	Hourly Rate
Albert A. Koch	Chief Restructuring Officer	\$835

**Additional Temporary Staff
(subject to update)**

Name	APS Description of Title	Hourly Rate
Yoni Aidan	Vice President	€420
Konstantinos Alexopoulos	Vice President	€520
Stefano Aversa	Managing Director	\$835
Afshin Azhari	Director	\$510
Arnd Baur	Director	€555
Kurt Beckeman	Director	\$595
Aleksandra Bozic	Vice President	\$450
Kyle Braden	Director	\$555
Garry Brown	Managing Director	\$790
Marc Brown	Director	\$595
Frank Browne	Associate	\$265
Susan Budd	Director	\$510
Martin Cairns	Director	£420
Cliff Campbell	Director	\$650

Name	APS Description of Title	Hourly Rate
Michelle Campbell	Director	\$595
Chris Capers	Director	\$595
Patrick Clark	Analyst	\$260
Thomas Clarke	Director	\$510
Bruce Conforto	Director	\$595
Christian Cook	Director	\$595
Fred Crawford	Managing Director	\$835
Rick Davidson	Director	\$595
Dennis DeBassio	Associate	\$360
Tony Flanagan	Managing Director	\$730
John Franks	Director	\$510
Dan Goldwin	Director	\$555
Alexandra Griffin	Analyst	\$235
Barb Gucfa	Director	\$595
James Guo	Vice President	CNY 2,750
Jens Haas	Director	€555
Scott Haeger	Director	\$510
David Hairston	Director	\$595
Michael Hartley	Director	\$595
David Hewish	Director	£460
John Hoffecker	Managing Director	\$835
Elmar Kades	Director	€555
Jan Kengelbach	Vice President	\$500
Susanna Kim	Paraprofessional	\$180
Carsten Koenig	Director	€555
Tai Li	Director	\$595
Drew Lockard	Director	\$510
Olle Lundqvist	Director	€535
Reese McNeel	Vice President	£290
Natalie Meuche	Paraprofessional	\$180
Meade Monger	Managing Director	\$835
Tom Morrow	Managing Director	\$685
Jason Muskovich	Director	\$595
Bruce Myers	Managing Director	\$790
Ivo Naumann	Managing Director	CNY 5,250
Michael O'Connor	Director	£485
Christian Paul	Director	CNY 4,100
Bobbie Phillips	Analyst	\$235
Vanessa Pogue	Paraprofessional	\$180
C.V. Ramachandran	Managing Director	\$790
Dan Ritter	Director	\$510
Gordon Schreur	Director	\$595

Name	APS Description of Title	Hourly Rate
Axel Schulte	Managing Director	€675
Vinzenz Schwegmann	Managing Director	€730
Thomas Sedran	Managing Director	€785
Ketav Shah	Director	\$595
Ted Stenger	Managing Director	\$835
Stephen Taylor	Managing Director	£575
Michael Tyroller	Director	€555
Mark Wakefield	Director	\$595
Michael Weyrich	Managing Director	£545
Richard Whitlock	Director	\$510
Jens-Ulrich Wiese	Director	€535
Peter Williams	Vice President	£360

21. Work performed by APS consultants outside of North America will be charged at the standard APS local rates for such consultants, converted to U.S. dollars on the invoice date.

22. The Debtors shall reimburse APS, upon receipt of periodic billings, for all reasonable and necessary expenses incurred in connection with these Chapter 11 Cases, including transportation costs, lodging, food, telephone, copying, and messenger services.

23. APS will submit monthly invoices to the Debtors, and the Debtors request authority to pay, in the ordinary course of business, all reasonable amounts invoiced by APS for fees and expenses.

24. In addition to hourly fees, APS will be compensated for its efforts by the payment of additional fees as set forth herein and pursuant to the Engagement Letter. The payment of the Success Fee (as defined below), the Discretionary Fee (as defined below), and the “**Break Fee**” (as defined in the Engagement Letter, Section 4 of Schedule 1) will be subject to the approval of the United States Department of the Treasury, or confirmation that such federal agency either has not objected, or will not object, to its payment. The Debtors

understand and acknowledge that these fees are an integral part of APS' compensation for the engagement.

25. If the Debtors complete a successful sale of a substantial portion of their assets to New GM pursuant to section 363 of the Bankruptcy Code, the Debtors will pay APS \$13.0 million (the "**Success Fee**"), and a discretionary fee in an amount to be determined at the Debtors' sole discretion (the "**Discretionary Fee**"), with the Discretionary Fee eligible for payment only if the bankruptcy case (i) yields extraordinarily positive results; and (ii) demonstrates that APS added significant value in achieving the consummation of the Transaction and the presentation of the plan of liquidation.

26. The payment of the Success Fee, subject to the conditions set forth in the attached Engagement Letter under the title "Timing, Fees and Retainer," shall be due and payable as follows:

- (a) \$6.5 million at closing of the Transaction (the "**First Payment**"),
- (b) \$6.5 million on the first anniversary of the closing of the foregoing sale (the "**Second Payment**"); and
- (c) The Discretionary Fee will be paid as and when directed by the Debtors.

27. Unless the Engagement Letter is terminated by the Company for Cause³ or as set forth in this Motion, APS shall remain entitled to the Success Fee that otherwise would be payable for the greater of 12 months from the date of termination of the Engagement Letter, and

³ Cause shall mean: (a) a Temporary Staff member acting on behalf of the Debtors is convicted of a felony, or (b) it is determined in good faith by the Board of Directors of General Motors Corporation after five (5) business days notice and opportunity to cure, that either (i) a Temporary Staff member is engaging in misconduct injurious to the Debtors, or (ii) a Temporary Staff member is breaching any of his or her material obligations under the Engagement Letter, or (iii) a Temporary Staff member is willfully disobeying a lawful direction of the Board of Directors or senior management of the Debtors.

the period of time that has elapsed from the date of the Engagement Letter to the date of such termination.

28. The Second Payment set forth above will be forfeited by APS (i) in the event that APS resigns without good reason or is terminated by the Debtors for Cause prior to the due date of the Second Payment or if, (ii) prior to its payment, Mr. Koch ceases to be CEO as a result of his voluntary resignation, death or disability, and APS fails to designate a reasonably acceptable replacement.

29. The proposed fee structure is consistent with and typical of compensation arrangements entered into by APS and other comparable firms in connection with the rendering of similar services under similar circumstances. The Debtors believe that the fee structure is in fact reasonable, market-based, and designed to fairly compensate APS for its work and to cover fixed and routine overhead expenses.

30. APS' strategic and financial expertise as well as its capital markets knowledge, financing skills, restructuring capabilities, and mergers and acquisitions expertise, some or all of which may be required by the Debtors during the term of APS' engagement, were all important factors in determining the fee structure. The Debtors believe that the ultimate benefit of APS' services hereunder cannot be measured solely by reference to the number of hours to be expended by APS' professionals in the performance of such services. Indeed, the Debtors and APS have agreed upon the fee structure in anticipation that a substantial commitment of professional time and effort will be required of APS and its professionals in connection with these Chapter 11 Cases and in light of the fact that (a) such commitment may foreclose other opportunities for APS, and (b) the actual time and commitment required of APS

and its professionals to perform its services under the Engagement Letter may vary substantially from week to week and month to month, creating “peak load” issues for APS.

31. Because APS is not being employed as a professional under section 327 of the Bankruptcy Code, it will not submit quarterly fee applications pursuant to Bankruptcy Code sections 330 and 331. APS will, however, file with the Court, and provide notice to the United States Trustee (“**U.S. Trustee**”) and all official committees, reports of compensation earned and expenses incurred on at least a quarterly basis. Such reports shall summarize the services provided, identify the compensation earned by each executive officer and staff employee provided, and itemize the expenses incurred. Such compensation and expenses will be subject to Court review in the event an objection is filed. The first quarterly report will be submitted forty-five (45) days from the end of the first calendar quarter after the Petition Date and will cover the period to and including the last day of the first quarter after the Petition Date. This procedure will continue at three-month intervals thereafter.

32. In addition to the performance improvement services (referenced in paragraph 16 above) rendered in connection with the GM PO, AlixPartners has been retained by General Motors Corporation pursuant to an engagement letter dated as of February 3, 2009, to provide restructuring-related services (the “**Original Engagement**”). Pursuant to the terms of the Original Engagement, AlixPartners was compensated based upon the hours worked by AlixPartners personnel at the firm's established hourly rates. The terms of the Original Engagement also provided for, among other things, the Debtor to reimburse AlixPartners for all reasonable out-of-pocket expenses incurred by the firm in connection with such engagement.

33. In connection with services provided under the GM PO, AlixPartners has waived a claim as to \$393,750.00 for services rendered and invoiced to the Debtors but

remaining unpaid as of the Petition Date. Additionally, AlixPartners has written-off fees and expenses for services rendered by AlixPartners in connection with the Original Engagement, which fees and expenses were not invoiced to the Debtors. As such, there are no amounts due from the Debtors to AlixPartners or APS in connection with services rendered or reimbursable expenses incurred prior to the Petition Date.

34. AlixPartners received an aggregate of \$20 million as a retainer in connection with the Original Engagement and preparing for and conducting the filing of these Chapter 11 Cases, as described in the Engagement Letter, which it subsequently transferred to APS. Additionally, during the 90 days prior to the Petition Date AlixPartners received payments from the Debtors in the aggregate amount of \$38,855,657.14 for fees and expenses incurred on behalf of the Debtors. A chart of these payments is attached to the Koch Declaration as Schedule 2 thereto.

35. By virtue of the payments and billing adjustments referenced herein, the Debtors do not owe APS any amount for services performed or expenses incurred prior to the Petition Date; thus, APS is not a prepetition creditor of the Debtors. APS estimated its fees and expenses in anticipation of the bankruptcy proceeding. Subsequent to the Petition Date, APS will reconcile any estimated fees and expenses and apply the retainer to any unpaid fees and expenses.⁴ APS will continue to hold any remaining retainer to be applied to APS' final invoice.

APS' Disinterestedness

36. The Debtors do not believe that APS is a "professional" whose retention is subject to approval under section 327 of the Bankruptcy Code. Nonetheless, to the best of

⁴ APS currently expects that the actual time and expenses incurred in May will exceed the estimated invoices provided to the Debtors for May and, in accordance with the Engagement Letter, it will be necessary to apply the retainer to such time and expenses. APS will provide detail regarding this true-up in its first quarterly compensation report.

Debtors' knowledge, and as disclosed in the Koch Declaration, and schedules thereto, APS (a) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (b) does not hold or represent an interest adverse to the Debtors' estates, and (c) has no undisclosed connections to the Debtors, their creditors, or their related parties.

37. In connection with this proposed retention, APS and AlixPartners searched their client database to determine the existence of any client relationships with the entities identified as potential parties in interest in these Chapter 11 Cases (collectively, the "**Potential Parties in Interest**").

38. APS will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. To the extent that APS discovers any new relevant facts or relationships bearing on the matters described herein during the period of APS' retention, APS will use reasonable efforts to file promptly a supplemental declaration.

Basis for Relief

38. The retention of interim corporate officers and other temporary employees is proper under section 363 of the Bankruptcy Code. Section 363(b) of the Bankruptcy Code provides, in relevant part, that the trustee or debtor in possession, "after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Section 363 of the Bankruptcy Code provides that transactions not in the ordinary course of business must be approved by court order. Under applicable case law, in this and other jurisdictions, if a debtor's proposed use of its assets pursuant to section 363(b) of the Bankruptcy Code represents a reasonable business judgment on the part of the debtor, such use should be approved. See, e.g., Myers v. Martin (In re Martin), 91 F.3d 389, 395 (3d Cir. 1996) (citing Fulton State Bank v. Schipper (In re Schipper), 933 F.2d 513, 515 (7th Cir. 1991));

Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.), 722 F.2d 1063, 1070 (2d Cir. 1983); In re Delaware & Hudson Ry. Co., 124 B.R. 169, 175-76 (D. Del. 1991) (courts have applied the “sound business purpose” test to evaluate motions brought pursuant to section 363(b)); Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.), 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (“Where the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct”).

39. The retention of APS and its professionals is a sound exercise of the Debtors’ business judgment. Mr. Koch has extensive experience as a senior officer and as an advisor for many troubled companies. The Debtors believe that the CRO, in conjunction with the other APS professionals, will provide services that benefit the Debtors’ estates and creditors. In light of the foregoing, the Debtors believe that retention of APS and its professionals is appropriate and in the best interests of the Debtors and their estates and creditors.

Notice

40. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM’s prepetition secured term loan agreement, (v) the attorneys for the agent under GM’s prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these Chapter 11 Cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National

Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, and (xiii) all entities that requested notice in these Chapter 11 Cases under Fed. R. Bankr. P. 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

No Prior Request

41. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request the entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) approving the employment and retention of APS as crisis managers for the Debtors; (b) appointing Mr. Albert A. Koch as CRO of the Debtors; and (c) granting such other and further relief as the Court deems appropriate.

Dated: New York, New York
June 12, 2009

GENERAL MOTORS CORPORATION
(for itself and on behalf of its affiliated
Debtors and Debtors in Possession)

/s/ Walter G. Borst
NAME: Walter G. Borst

TITLE: Treasurer

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
GENERAL MOTORS CORP., <i>et al.</i>,	: 09-50026 (REG)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN
AP SERVICES, LLC AS CRISIS MANAGERS AND TO DESIGNATE
ALBERT A. KOCH AS CHIEF RESTRUCTURING OFFICER,
NUNC PRO TUNC TO THE PETITION DATE**

Upon the motion (the “**Motion**”) of General Motors Corporation (“**GM**”), and certain direct or indirect subsidiaries of GM, as debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “**Debtors**”) for an order, pursuant to section 363 of the Bankruptcy Code,¹ authorizing the Debtors to employ AP Services, LLC (“**APS**”) and to designate Albert A. Koch as CRO, nunc pro tunc to the Petition Date, pursuant to the terms of that certain agreement, dated May 29, 2009, between APS and GM, attached to the Motion as Exhibit C (the “**Engagement Letter**”); and upon consideration of the representations made in the Motion and the Koch Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, S.D.N.Y., and (xiii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted as modified herein; and it is further

ORDERED that the Debtors are authorized, nunc pro tunc to the Petition Date, to
(i) employ and retain APS on the terms set forth in the Engagement Letter as modified by this

Order and (ii) designate Albert A. Koch as Chief Restructuring Officer for the Debtors; and it is further

ORDERED that, in a manner consistent with the Motion, the Engagement Letter and the Koch Declaration:

- (i) APS may render crisis management services to the Debtors;
- (ii) APS may provide Temporary Employees to the Debtors to assist the Debtors in their restructuring efforts;
- (iii) Mr. Koch may serve as Debtors' CRO, as provided in the Engagement Letter;
- (iv) Mr. Koch may serve as CEO of the Debtors upon the closing of the Transaction,
- (v) APS may designate certain Temporary Staff of APS as directors or executive officers of subsidiaries of the Debtors as more specifically set forth herein; and
- (vi) working collaboratively with the Debtors' senior management team, Boards of Directors and the Debtors' other professionals, Mr. Koch and APS may assist the Debtors in evaluating and implementing strategic and tactical options through the restructuring process; and it is further

ORDERED that APS and its personnel shall be required to: (i) maintain contemporaneous time records in tenth of an hour increments and (ii) conform to any schedule of hourly rates contained in the Engagement Letters; except that with respect to the GM PO, APS can continue to bill the Debtors at the set monthly fee determined prior to the Petition Date and such set monthly fee shall be included within any quarterly report of compensation; and it is further

ORDERED that APS is not required to submit fee applications pursuant to sections 330 and 331 of the Bankruptcy Code, but will instead submit monthly invoices to the

Debtors, and the Debtors are hereby authorized to pay, in the ordinary course of its business, all reasonable amounts invoiced by APS for fees and expenses; and it is further

ORDERED that APS shall submit to the Court, with copies to the United States Trustee and all official committees contemporaneously with such filing, quarterly reports of compensation earned, and parties-in-interest in these Chapter 11 Cases shall have the right to object to fees paid and expenses reimbursed to APS within 20 days after APS files such reports; and it is further

ORDERED that the first quarterly report of compensation earned by APS shall be submitted by APS no later than 45 days after the end of the first calendar quarter after the Petition Date, which shall cover the period to and including the last day of the first quarter after the Petition Date, and this procedure shall continue at three month intervals thereafter; and it is further

ORDERED that APS shall file with the Court (and serve copies to the United States Trustee and all official committees contemporaneously with such filing) a report on staffing on the engagement for the previous month. Such report shall include the names of the individuals assigned and any updates to the then-current list of officer and director positions held by members of the Temporary Staff. All staffing shall be subject to review by the Court in the event that an objection is filed.

ORDERED that, notwithstanding anything in the Motion, the Koch Declaration or the Engagement Letter, pursuant to the protocol² established with the United States Trustee (the

² On October 4, 2001, the Bankruptcy Court for the District of Delaware approved a settlement between the United States Trustee and Jay Alix and Associates (“JAA”), under which JAA, along with its affiliates, agreed to abide by certain guidelines in seeking to be retained in future chapter 11 bankruptcy cases. The Stipulations, each dated September 11, 2001, were entered in the cases, *In re Safety-Kleen Corp.*, Case No. 00-2303 (Bankr. D. Del.) and *In re Harnischfeger Industries Inc.*, Case No. 99-2171 (Bankr. D. Del.), respectively.

“**Protocol**”), the Debtors are permitted to indemnify those APS employees serving as “executive officers” (as such term is used in the Protocol) of the Debtors and such indemnification, and associated D&O insurance coverage, shall be provided on the same terms as provided to the Debtors’ other officers and directors under the terms of the Debtors’ by-laws (subject to applicable state law) and the Debtors’ D&O policies; however, in no case shall the indemnification provisions of the Engagement Letters apply to APS; AlixPartners or their affiliated entities; and it is further

ORDERED that, notwithstanding the Protocol, if the Debtors assign any APS employee to act in a director role in any of their wholly-owned subsidiaries, such assignment is hereby approved and the Debtors shall indemnify and insure such APS employee as an “executive officer” pursuant to the foregoing paragraph, and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Motion, the Engagement Letters or this Order, the terms of this Order shall govern; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
June ____, 2009

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Declaration of Albert A. Koch

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION OF ALBERT A. KOCH IN SUPPORT OF THE
MOTION OF THE DEBTORS PURSUANT TO 11 U.S.C. § 363
FOR AN ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN
AP SERVICES, LLC AS CRISIS MANAGERS AND TO DESIGNATE
ALBERT A. KOCH AS CHIEF RESTRUCTURING OFFICER,
NUNC PRO TUNC TO THE PETITION DATE**

ALBERT A. KOCH makes this Declaration pursuant to 28 U.S.C. § 1746, and states:

1. I am a Managing Director of AlixPartners, LLP (“**AlixPartners**”) and I am associated with AP Services, LLC (“**APS**”), which maintains offices at 2000 Town Center, Suite 2400, Southfield, MI, 48075. APS specializes in, among other things, supplying senior executives on an interim basis to financially troubled companies. APS is an affiliate of AlixPartners, AlixPartners, LLC, AlixPartners Forensic Services, LLC, AlixPartners Ltd., AlixPartners GmbH, AlixPartners SAS, AlixPartners S.r.l., AlixPartners Asia, LLC, AlixPartners Hong Kong, Limited, and AlixPartners (Shanghai) Business Advisory Services, Limited,, internationally recognized restructuring and turnaround advisory and consulting firms; The System Advisory Group; and Partnership Services, LLC. I submit this declaration in support of the Motion (the “**Motion**”), dated June 12, 2009, of General Motor Corporation and certain of its subsidiaries as debtors and debtors in possession (the “**Debtors**”), pursuant to 11 U.S.C. § 363

and effective nunc pro tunc to the Petition Date,¹ for an Order authorizing my designation as CRO and APS' employment and retention as crisis managers for the Debtors.

2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, I would testify competently thereto.²

3. In connection with this proposed retention, APS and AlixPartners searched their client database to determine the existence of any client relationships with the Potential Parties in Interest, as defined in the Motion. In addition, APS and AlixPartners sent a firm-wide e-mail to all of their professionals requesting information on potential relationships with the Potential Parties in Interest. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor AlixPartners or APS, nor any of their partners, principals, employees, agents or subsidiaries, have any connection with the Debtors (other than in connection with these Chapter 11 Cases) or with their creditors, the United States Trustee, or any other party with an actual or potential interest in these Chapter 11 Cases, or their respective attorneys or accountants, except for matters as set forth in Schedule 1 hereto (collectively, the "**Disclosed Matters**").

4. In respect of these Chapter 11 Cases and matters related thereto, AlixPartners and APS are not employed by, and have not been employed by, any entity other than the Debtors.

5. From time to time, AlixPartners and/or APS have been, and will likely continue to be, engaged to provide services to certain creditors of the Debtors and various other parties that are adverse to the Debtors in these Chapter 11 Cases; however, such engagements

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

² Certain of the disclosures herein relate to matters within the knowledge of other professionals at APS and AlixPartners and are based on information provided by them.

relate to matters that are unrelated to these Chapter 11 Cases. As described above, however, AlixPartners and APS have undertaken a detailed search to determine, and to disclose, whether either are providing or have provided, services to any significant creditor, equity security holder, insider or other party-in-interest in such unrelated matters. The conflicts check of the AlixPartners and APS client database has shown that AlixPartners and/or APS have been engaged by the entities described above, in matters unrelated to the Debtors, as set forth in the Disclosed Matters.

6. AlixPartners and/or APS provide services in connection with numerous cases, proceedings and transactions unrelated to these Chapter 11 Cases. These unrelated matters involve numerous attorneys, financial advisors and creditors, some of which may be claimants or parties with actual or potential interests in these cases, or may represent such parties.

7. AlixPartners and/or APS personnel may have business associations with certain creditors of the Debtors unrelated to these Chapter 11 Cases. In addition, in the ordinary course of its business, AlixPartners and/or APS may engage counsel or other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other interested parties in these cases.

8. AlixPartners has approximately 850 employees. To the best of my knowledge, neither I nor any AlixPartners and/or APS personnel is a holder of any of the Debtors' debt or equity securities, except that a small number of employees hold de minimis amounts of the Debtors' securities representing not more than 0.01% of the debt or equity interests in the related entity. In addition, it is possible that certain employees of AlixPartners

hold interests in mutual funds or other investment vehicles that may own the Debtors' securities. AlixPartners' policy prohibits its employees from trading in the Debtors' securities.

9. APS submits that it holds no adverse interest as to the matters for which it has been employed by the Debtors. Certain individuals affiliated with APS may render crisis and interim management services to the Debtors on a part-time basis, while others have been and/or will continue to be engaged full-time. To the extent such individuals are employed on a part-time basis, APS submits that there are no simultaneous or prospective engagements existing which would constitute a conflict or adverse interest as to the matters for which it has been employed by the Debtors.

10. AlixPartners and APS are crisis managers providing services and advice specifically in the areas of restructuring and distressed debt. As a result, AlixPartners and/or APS have and may in the future represent certain interested parties in matters wholly unrelated to these Chapter 11 Cases, either individually or as part of representation of a committee of creditors or interest holders.

11. Despite the efforts described above to identify and disclose AlixPartners' and/or APS' connections with Potential Parties-in-Interest in these Chapter 11 Cases, because the Debtors are a large enterprise with thousands of creditors and other relationships, APS is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, if APS discovers additional information that requires disclosure, APS will file a supplemental disclosure with the Court.

12. AlixPartners was retained by General Motors Corporation pursuant to an engagement letter dated as of February 3, 2009, to provide restructuring-related services (the "**Original Engagement**"). Pursuant to the terms of the Original Engagement, AlixPartners was

compensated based upon the hours worked by AlixPartners personnel at the firm's established hourly rates. In addition, the terms of the Original Engagement provided for, among other things, the Debtor to reimburse AlixPartners for all reasonable out-of-pocket expenses incurred by the firm in connection with such engagement. Pursuant to the waived claims or written-off fees and expenses as set forth in the Motion, there are no amounts due from the Debtors to AlixPartners or APS in connection with services rendered or reimbursable expenses incurred prior to the Petition Date.

13. AlixPartners received an aggregate of \$20 million as a retainer in connection with the Original Engagement and preparing for and conducting the filing of these Chapter 11 Cases, as described in the Engagement Letter, which it subsequently transferred to APS. Additionally, in the 90 days prior to the Petition Date, AlixPartners received payments from the Debtors in the aggregate amount of \$38,855,657.14 for fees and expenses incurred on behalf of the Debtors. A chart of these payments is attached hereto as Schedule 2.

14. By virtue of the payments and billing adjustments referenced in the Motion, the Debtors do not owe APS any amount for services performed or expenses incurred prior to the Petition Date; thus, APS is not a prepetition creditor of the Debtors. APS estimated its fees and expenses in anticipation of the bankruptcy proceeding. Subsequent to the Petition Date, APS will reconcile any estimated fees and expenses and apply the retainer to any unpaid fees and expenses.³ APS will continue to hold any remaining retainer to be applied to APS' final invoice.

³ APS currently expects that the actual time and expenses incurred in May will exceed the estimated invoices provided to the Debtors for May and, in accordance with the Engagement Letter, it will be necessary to apply the retainer to such time and expenses. APS will provide detail regarding this true-up in its first quarterly compensation report.

15. APS reserves the right to supplement this Declaration in the event that APS discovers any facts bearing on matters described in this Declaration regarding APS' employment by the Debtors.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

/s/ Albert A. Koch
Albert A. Koch

Executed this 12th day of June, 2009

SCHEDULE 1

DISCLOSED MATTERS

Disclosed Matters

For the purpose of the “Disclosed Matters” set forth in this Exhibit, and unless otherwise expressly provided herein, the term “AlixPartners” shall mean AlixPartners, LLP together with each of its subsidiaries including, without limitation, AP Services, LLC.

- H&F Astro LLC and Hellman & Friedman Capital Associates V, LLC (“H&F Capital”), two private equity investment vehicles managed by Hellman & Friedman LLC (“H&F LLC”, and collectively with H&F Astro LLC and H&F Capital, “H&F”) own a controlling stake in AlixPartners, LLP, an affiliate of AP Services, LLC, which the Debtors engaged prepetition to provide certain advisory services. No material nonpublic information about the Debtors has been furnished by AlixPartners to H&F. AlixPartners’ conflict checking system has searched the names of each managing director of H&F LLC and each portfolio company of H&F LLC (the “H&F Conflict Parties”) against the list of Potential Parties in Interest, and AlixPartners has determined to the best of its knowledge that there are no resulting disclosures other than as noted herein. The term “portfolio company” means any business in which H&F has a direct controlling or minority interest. The term “portfolio company” does not include indirect investments such as businesses owned or investments made by an H&F portfolio company. H&F invests primarily in equity-related investments. However, H&F, its members, affiliated fund entities or affiliates (collectively, the “H&F Entities”) may have had, currently have or may in the future have business relationships or connections with the Debtors or other Potential Parties in Interest in matters related to or unrelated to the Debtors or their affiliates or these chapter 11 cases. AlixPartners operates independently of the H&F Entities, and does not share common employees or officers, except that certain H&F LLC managing directors or employees are on the Board of Directors of AlixPartners. AlixPartners’ financial performance is not impacted by the success or failure of the H&F Entities. Accordingly, AlixPartners has not undertaken to determine the existence, nature and/or full scope of any business relationships or connections that the H&F Entities may have with the Potential Parties in Interest, the Debtors and their affiliates or these chapter 11 cases, other than with respect to the H&F Conflict Parties. AlixPartners believes it continues to be disinterested and does not hold or represent an interest adverse to the estate with respect to the engagement, regardless of any direct or indirect relationship to or connection any of the H&F Entities may have with the Debtors. The engagement will be performed solely by AP Services, LLC.
- There are four confidential clients of AlixPartners, who are suppliers, insurance providers, investment bankers lenders,, bondholders, and creditors to the Debtors. The confidential clients are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- No client of AlixPartners identified in the Disclosed Matters, who is also a party in interest of the Debtors, represents more than 1% of AlixPartners gross revenues for the twelve month period ending May 31, 2009; except Chrysler, LLC, a competitor of Debtors; Bearing Point, an affiliate of KPMG, a professional in interest of the Debtors; VeraSun, a strategic alliance party of the Debtors; and a confidential client of AlixPartners who, along with the client's affiliates, are lenders, bondholders, investment bankers and asset managers of the Debtors.
- AlixPartners is currently engaged by certain clients that may be suppliers to the Debtors, as more specifically described herein with respect to such individual clients. AlixPartners believes that these engagements do not present conflicts with respect to the proposed engagement by the Debtors. To alleviate potential conflict concerns, AlixPartners has developed guidelines in individual matters such as (i) informational barriers; and (ii) separate engagement teams. In addition, AlixPartners' professionals will continue to adhere to their confidentiality obligations with respect to individual engagements.
- A supplier to the Debtors, who is not listed as one of the top 100 suppliers of Debtors, is a current confidential client of AlixPartners. A managing director of AlixPartners, who is not currently on the GM engagement team, is acting as Chief Restructuring Officer of the confidential client. AlixPartners believes that this engagement does not represent a conflict. In addition, AlixPartners' professionals will continue to adhere to their confidentiality obligations with respect to each individual engagement.
- AlixPartners has assisted, and continues to assist the Debtors, their subsidiaries and other entities in which GM owns an equity interest at various locations worldwide on a number of matters including maintaining and protecting its financial interests in certain subsidiaries, affiliates and business counterparties as well as product and cost optimization efforts. For example, AlixPartners currently has a project leadership role in GM's Global Genesis Process (a cost reduction initiative) with activities primarily relating to GM's powertrain products and operations throughout Asia, Europe and North American. Additionally, AlixPartners is currently engaged to manage and protect GM's interests and claims relating to the reorganization process that followed the insolvency of Saab Automobile AB (and other affiliated subsidiaries of GM, "Saab").
- Many employees of AlixPartners have purchased vehicles manufactured by General Motors Corporation ("GM"), its various divisions, and subsidiaries under various published supplier discount programs; have financed vehicles and other purchases with GMAC financing on an arms-length basis, and have purchased other products and services offered to the public by GM. These personal/consumer purchases may also occur in the future on an arms-length basis.
- A very small number of employees of AlixPartners, including one employee on the GM engagement team, own de minimus interests in Debtors' stocks, bonds or

pension plans representing in the aggregate not more than 0.01% of the debt or equity interests in GM. Each of these interests was acquired prior to the commencement of the GM engagement. Each of these employees has been directed to take no action with respect to these interests..

- A number of tier one and other automotive suppliers are among the various co-defendants on behalf of whom AlixPartners provides litigation support services in lawsuits unrelated to the Debtors and their affiliates. Among such co-defendants are suppliers and creditors to Debtors such as Valeo and Autoliv, and their affiliates.
- We understand that Jay Alix, a minority equity holder and a former managing director of AlixPartners, and a former member of the Board of Directors of AlixPartners, may have entered into discussions with the Debtors regarding the potential engagement of Mr. Alix as a consultant to the Debtors. To our knowledge, while Mr. Alix consulted with the Debtors, he was not engaged by the Debtors and was not paid for his services.
- ABN AMRO and ABN AMRO Rothschild LLC ("ABN AMRO"), lenders, investment bankers and professionals in interest to the Debtors, are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. ABN AMRO is an indenture trustee, lender, bondholder, executory contract counterparty and collateral agent for vendors to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. ABN AMRO provides banking services to AlixPartners in matters unrelated to the Debtors and their affiliates.
- ACE American Insurance Company ("ACE"), an insurance provider to the Debtors, is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- AIG, AIG Global Investment Group and American International Group ("AIG"), bondholders, lenders and insurance providers to the Debtors, are affiliated with entities that are limited partners, litigation counterparties, adverse parties, lenders and bondholders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. AIG has provided various types of insurance to AlixPartners in matters unrelated to the Debtors and their affiliates.
- American Axle & Manufacturing Holdings and American Axle & Mfg, Inc., creditors and suppliers to the Debtors, are the previous employers of current AlixPartners employees.
- American Airlines, a director affiliated company to the Debtors, is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. American Airlines was a customer to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. American Airlines is the previous employer of current AlixPartners employees.

- American Express Company (“American Express”), a director affiliated company to the Debtors, is a vendor to AlixPartners as well as a lender, bondholder, creditor and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. American Express is a member of a creditors’ committee that was a former AlixPartners client in matters unrelated to the Debtors and their affiliates. American Express is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ameritech, a creditor to the Debtors, is a creditor, lender and vendor to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Ameritech was a member of a creditor’s committee that retained AlixPartners in matters unrelated to the Debtors and their affiliates.
- Amoco Corporation, a director affiliated company to the Debtors, is a co-defendant and lessor to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Amoco Corporation is an affiliated entity to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- AON Inc, an insurance provider to the Debtors, is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates. AON Inc. is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Apollo Management, a limited partner with the Debtors in various investment fund vehicles, is a lender to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Apollo Management is the parent of a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- ArvinMeritor, a supplier to the Debtors, is a director affiliated company, adverse party, customer, vendor and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. ArvinMeritor is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. ArvinMeritor is the previous employer of a current AlixPartner employee.
- AT&T, AT&T Canada Enterprises, AT&T Business Service, AT&T Calling Cards, AT&T Capital Services Inc, AT&T Collocation Pro Cabs, AT&T Corp., AT&T Datacomm Inc., AT&T Inc Legacy SBC, AT&T Southeast, AT&T Teleconference, AT&T VTNS, AT&T Worldnet and AT&T Yellow Pages (“AT&T”), utility providers, creditors and director affiliated companies to the Debtors, are creditors, executory contract counterparties, vendors, lenders and shareholders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate of AT&T is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. AT&T is a vendor and a current client of AlixPartners in matters unrelated to the Debtors and their affiliates.

- Austin Ventures, a limited partner with the Debtors in various investment fund vehicles, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Avenue CLO V (collectively “Avenue”), a lender to the Debtors, is a lender, bondholder, executory contract counterparty and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Avenue is a client related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Avis Budget Car Rental and Avis Budget Group (collectively, “Avis”), customers to the Debtors, are the previous employers of a current AlixPartners employee. Avis is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Banca Intesa, a lender to the Debtors, has provided banking services to AlixPartners.
- Bank of America Securities, LLC and Bank of America, N.A., lenders to the Debtors, are current and former clients of AlixPartners, as well as executory contract counterparties, creditors and lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Bank of Montreal, a lender to the Debtors, is a bondholder, lessor and lender to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Bank of Montreal is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Bank of Montreal is a co-client to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Bank of New York, BNY GCM (Belgium), BNY Mellon Wealth Management and Bank of New York Mellon Corporation, (“BNY”), lenders, shareholders, bondholders, professionals in interest and indenture trustees to the Debtors, are lenders, bondholders, creditors and indenture trustees to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, BNY is the previous employer of a current AlixPartners employee.
- Bank of Nova Scotia, a lender to the Debtors, was formerly a member of a bank group that retained AlixPartners as well as a creditor, lender and bondholder to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Bank One Corporation (“Bank One”), a director affiliated company to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Bank One is a lender, creditor and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- Barclays Bank, Barclays Bank of Kenya Limited, Barclays Bank PLC, Barclays Capital Inc. and Barclays Global Investors Limited (“Barclays Bank”), lenders, executory contract counterparties, bondholders, investment bankers and significant shareholders to the Debtors, and affiliated entities are creditors, significant shareholders, adverse parties, lenders and bondholders of current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Barclays Bank is a vendor to AlixPartners and is a co-client to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Barclays Bank is also the previous employer of a current AlixPartners employee.
- Bell South, Bell South Corp., Bell South Long Distance, Bell South Telecommunications and Bell South Business Systems are utility providers to the Debtors. Bell South is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Bear Stearns, Bear Stearns International Limited and Bear Stearns & Co. Inc., lenders, professionals in interest and investment bankers to the Debtors, are lenders, bondholders, and professional in interests to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Benteler Automotive Corporation, a creditor to the Debtors, is a customer and vendor to current AlixPartners clients in matters unrelated to the Debtors and their affiliates. Benteler Automotive Corporation is the previous employer of a current AlixPartners employee.
- Blackstone Group, LP, a professional in interest in this bankruptcy matter, is a former AlixPartners client in matters unrelated to the Debtors. The Blackstone Group, LP is a professional in interest, significant shareholder, bondholder, creditor, parent and lender to current and former AlixPartners clients and is a landlord to AlixPartners all in matters unrelated to the Debtors and their affiliates.
- Blue Cross Blue Shield and Blue Care Network of Michigan (“BC”), creditors to the Debtors, are vendors to AlixPartners in matters unrelated to the Debtors and their affiliates. BC is a vendor and insurance provider to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- BNP Paribas and BNP Paribas Securities Corp., lenders, bondholders and professionals in interest to the Debtors, were lenders, creditors, professionals in interest to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. BNP Paribas is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Borg Warner Automotive and Borg Warner, Inc., creditors and suppliers to the Debtors, are affiliated with an entity that is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Bosch, Robert Stifung GmbH, a creditor and supplier to the Debtors, is affiliated with an entity that is a creditor, vendor and customer to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Robert Bosch Tool Corporation, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Robert Bosch previously employed a current AlixPartners employee.
- BP Amoco p.l.c, BP Canada Energy Mktg Corp , BP Energy Co USA, BP PLC - Yorktown Virginia Refinery, BP PLC (formerly, BP PLC- Yorktown Virginia Refinery), BP Products N America Inc , BP Solar International Inc. and BP Trinidad & Tobago LLC (collectively, "BP"), director affiliated companies and utility providers to the Debtors, are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, BP Energy, is an executory contract counterparty and customer of current AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Brown Rudnick LLP, a professional in interest in this bankruptcy matter, is opposing counsel and a professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Brown Rudnick LLP is opposing counsel in threatened litigation against AlixPartners.
- Brunswick Corporation, a customer to the Debtors, is a professional in interest and customer to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Brunswick Corporation is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Burger King Corporation, a director affiliated company to the Debtors, is the previous employer of a current AlixPartners employee.
- Cadwalader, Wickersham & Taft LLP ("Cadwalader"), a professional in interest in this bankruptcy matter, is client counsel and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Cadwalader is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Canadian Imperial Bank of Commerce ("CIBC"), a lender to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Other CIBC affiliated entities are lenders, bondholders, creditors, shareholders and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Cap Gemini S.A. and Capgemini Canada Inc., creditors and director affiliated companies to the Debtors, are affiliated with an entity, Capgemini, that is the previous employer of current AlixPartners employees.
- Carlyle Group, Carlyle High Yield Part 2008-1, Carlyle High Yield Part IX Ltd, Carlyle Partners IV, L.P. and Carlyle Partners V, L.P. (collectively, "Carlyle"),

director affiliated companies and lenders to the Debtors, are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Carlyle affiliated entities have been lenders, creditors and vendors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- Caterpillar Inc Mstr Pen Tr, Caterpillar Logistics LLC, Caterpillar Logistics Services Inc., Caterpillar Logistics Services International NV, Caterpillar Logistics Supply Chain Services GMBG and Caterpillar Logistics Supply Chain Services Italia (collectively, "Caterpillar"), lenders, equity interest parties and joint venture parties to the Debtors, are vendors, customers, adverse parties, lenders, creditors and director affiliated companies to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Chevrolet Austria GmbH, Chevrolet Belgium, Chevrolet Deutschland GmbH, Chevrolet Espana S.A., Chevrolet Euro Parts Center B.V., Chevrolet Europe GmbH, Chevrolet Finland OY, Chevrolet France S.A.S., Chevrolet Italia S.p.A., Chevrolet Nederland B.V., Chevrolet Of Novato, Inc., Chevrolet Poland Sp. Z.O.O., Chevrolet Portugal, LDA, Chevrolet S.A. De Ahorra Para Fines Determinados, Chevrolet Sales (Thailand) Ltd., Chevrolet Sociedad Anonima De Ahorro Para Fines Determinados, Chevrolet Southeast Europe Automobile LLC., Chevrolet Suisse S.A., Chevrolet Sverige AB, Chevrolet Turkiye Ticaret Ltd. Sti., Chevrolet UK Ltd. and Chevrolet-Saturn Of Harlem, Inc., equity interest parties to the Debtors, are affiliated with an entity that is the previous employer of a current AlixPartners employee.
- Chubb, an insurance provider to the Debtors, is a vendor to AlixPartners and an adverse party, lender, insurance provider and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Chubb is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Chrysler LLC, a competitor to the Debtors, is affiliated with entities that are customers, adverse parties, vendors, lenders and executory contract counterparties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Chrysler LLC is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Chrysler, LLC is the previous employer of a current AlixPartners employee.
- Citibank N.A., Bangkok Branch, Citibank N.A., Taipei Branch, Citibank NA-N Y, Citibank, N.A., Citibank, N.A., Citibank, National Association (Las Vegas, NV), Citicorp Securities Services Inc., Citicorp USA, Inc., Citigroup and Citigroup CIB (collectively, "Citi"), executory contract counterparties, lenders, professionals in interest, indenture trustees, bondholders, investment bankers and creditors to the Debtors, and affiliated entities are creditors, lenders, bondholders, shareholders, adverse parties, professionals in interest and lessors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

An affiliate, Citigroup, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Citizens Savings Bank, a lender to the Debtors, is the previous employer of a current AlixPartners employee. Citizens Savings Bank is a creditor and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Coca-Cola Beverages PLC, Coca-Cola Company and Coca-Cola HBC (collectively, "Coca-Cola"), director affiliated companies to the Debtors, are affiliated with an entity that is a lender to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Coca-Cola is the previous employer of a current AlixPartners employee.
- Comerica Bank ("Comerica"), a lender to the Debtors, is a former lender to AlixPartners and is also a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Comerica is a lender, creditor, co-defendant and bondholder to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Comerica is the previous employer of a current AlixPartners employee. Comerica provides banking services to AlixPartners.
- Commerzbank AG, a lender to the Debtors, is an indenture trustee, lender, creditor and litigation party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Compaq Computer Corporation and Compaq Europe International, director affiliated companies to the Debtors, were client related parties to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Compaq Computer is an adverse party, lessee, and executory contract counterparty to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- ConocoPhillips Company, a utility provider to the Debtors, is a creditor, executory contract counterparty and adverse party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, ConocoPhillips is a related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Chevron Phillips Chemical Co., is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Continental AG, a creditor and supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Continental AG is a vendor to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Cravath Swaine & Moore, a professional in interest in this bankruptcy matter, is opposing counsel, client counsel and professional in interest to current and former

AlixPartners clients in matters unrelated to the Debtors and their affiliates. Cravath Swaine & Moore is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Cravath Swaine & Moore is a vendor to AlixPartners.

- Credit Suisse Securities (USA) LLC-Investment Arm (“CSS”), an investment banker and shareholder to the Debtors, is an affiliate of current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Other CSS affiliated entities are lenders, creditors, bondholders, shareholders, limited partners and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Credit Suisse, is the previous employer of a current AlixPartners employee.
- Daimler AG, a strategic alliance to the Debtors, is affiliated with entities that were customers, adverse parties, vendors, lenders and executory contract counterparties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Dana Holding Corporation and Dana Corporation, creditors and suppliers to the Debtors, are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Davidson Kempner Capital Management, a bondholder to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Davidson Kempner Capital Management is a lender to current AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Davis Polk & Wardwell, a professional in interest in this bankruptcy matter, is a creditor, professional in interest and client counsel to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Deloitte & Touche, Deloitte Touche Tohmatsu and Deloitte, LLP (collectively, “Deloitte”), professionals in interest in this bankruptcy matter and creditors to the Debtors, are vendors to AlixPartners, adverse to a former AlixPartners client, as well as professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Deloitte is a current client of AlixPartners in matters unrelated to the Debtors and their affiliates. Additionally, Deloitte affiliated entities previously employed several current AlixPartners employees.
- Delphi Corp., Delphi Energy And Engine Management Systems UK Overseas and Delphi ERISA Litigation (collectively, “Delphi”), creditors, customers, suppliers and litigation parties to the Debtors and entities in which the Debtors own an equity interest, and affiliated entities, are creditors, vendors, co-defendants and customers of current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Delphi is a former AlixPartners client in matters

unrelated to the Debtors and their affiliates. Delphi is the previous employer of a current AlixPartners employee.

- The Department of the Treasury, a government agency to the Debtors, is an affiliate of an entity, the Internal Revenue Service (“IRS”), that is a creditor, adverse party, vendor and client through representative creditors’ committee to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. The IRS is the previous employer of current AlixPartners employees. An affiliate, The Department of Justice (“DOJ”) is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. The DOJ has also been an adverse party and customer to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Deutsche Bank, Deutsche Bank AG, Deutsche Bank AG London, Deutsche Bank Luxembourg S.A. as Fiscal Agent, Deutsche Bank Securities Inc. and Deutsche Bk-New York (collectively, “Deutsche Bank”), lenders, director affiliated companies, indenture trustees, creditors, investment bankers, professionals in interest and bondholders to the Debtors, are affiliated with entities that are shareholders, lenders, adverse parties, indenture trustees, creditors, limited partners and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Deutsche Bank is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Also, Deutsche Bank provides banking services to AlixPartners in matters unrelated to the Debtors and their affiliates.
- DirecTV Group, a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Dresdner Bank, a lender to the Debtors, and affiliated entities are indenture trustees, lenders, lessors, members of bank group clients, professionals in interest and creditors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- DTE Defiance LLC, DTE Energy, DTE Energy Services Inc., DTE Moraine, LLC, DTE Tonawanda LLC and DTE Tonawanda LLC (collectively, “DTE”), utility providers and executory contract counterparties to the Debtors, are affiliated with an entity that is the previous employer of a current AlixPartners employee. DTE Energy is an executory contract counterparty to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Duke Energy, a utility provider and strategic alliance party to the Debtors, is a creditor, director affiliated company and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Eaton Corporation, a supplier to the Debtors, is a former client of AlixPartners in matters unrelated to the Debtors and their affiliates. Eaton Corporation is a

creditor and vendor to current AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- Eaton Vance Cdo IX Ltd, Eaton Vance Cdo VIII Ltd, Eaton Vance Cdo X PLC, Eaton Vance Fltg Rt Inc Tr, Eaton Vance Grayson & Co, Eaton Vance Instl Sr Ln Fd, Eaton Vance Loan Opp Fd Ltd, Eaton Vance Ltd Duration Inc Fund, Eaton Vance Medallion Floating, Eaton Vance Senior Inc Tr, Eaton Vance Sht Dur Div Inc Fd, Eaton Vance Sr Debt Pf, Eaton Vance Sr Debt Pf, Eaton Vance Sr Fltg Rt Tr and Eaton Vance Sr Inc Tr (collectively, "Eaton Vance"), lenders to the Debtors, and affiliated entities are lenders, creditors and bondholders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Eaton Vance was part of a bank group for which AlixPartners performed services, in matters unrelated to the Debtors and their affiliates.
- EDS LLC, a utility provider to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. EDS LLC is an adverse party and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. EDS LLC is the previous employer of current AlixPartners employees.
- E.I. DuPont GP, DuPont Automotive, Dupont Safety & Protection and Dupont Coatings & Color Technologies Group (collectively, "DuPont"), directors affiliated companies to the Debtors, are affiliated with an entity that is a former client of AlixPartners in matters unrelated to the Debtors and their affiliates. DuPont is a creditor, vendor, executory contract counterparty and adverse party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. DuPont is the previous employer of current AlixPartners employees.
- Electronic Data Systems ("EDS"), a creditor to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. EDS is an adverse party and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. EDS is the previous employer current AlixPartners employees.
- Entergy, a utility provider to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ericsson Inc., Ericsson LM Telephone Co., Ericsson NV/SA, Ericsson SpA and Ericsson Telecomunicacoes S.A. (collectively, "Ericsson"), director affiliated companies to the Debtors, are affiliated with an entity that is a client related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ernst & Young LLP ("E&Y"), New York, a professional in interest in this bankruptcy matter and director affiliated company to the Debtors, is an adverse

party, vendor and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. E&Y is a vendor to AlixPartners and previously employed several current AlixPartners employees. E&Y is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Erskine Bowles, a current member of the GM Board of Directors, was a former advisor to AlixPartners, but this role terminated in October 2006. These positions did not overlap. Mr. Bowles has no financial interest in AlixPartners.
- Evergreen Core Plus Bd Fd, Evergreen Hi Yld Bd Tr, Evergreen High Income Fund, Evergreen Inc Adv Fd, Evergreen Multi-Sector Income, Evergreen Utly & Hi Inc Fd and Evergreen Va High Income Fd (collectively, "Evergreen"), lenders to the Debtors, are affiliated to an entity that is a related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- ExxonMobil Oil Corporation ("Exxon"), a creditor to the Debtors, is affiliated with entities that are former clients of AlixPartners, adverse parties to a former AlixPartners client, as well as customers, executory contract counterparties, creditors, litigation parties and vendors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Exxon is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Exxon is the previous employer of current AlixPartners employees.
- Fannie Mae, a director affiliated company to the Debtors, is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Faurecia Automotive, a creditor to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Faurecia Automotive is a vendor and customer to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Federal Trade Commission, a government authority in this bankruptcy matter, is the previous employer of a current AlixPartners employee.
- Federal Mogul Corporation, a supplier and creditor to the Debtors, is a former client of AlixPartners in matters unrelated to the Debtors and their affiliates. In addition, Federal Mogul previously employed a current AlixPartners employee.
- Fiat – GM Powertrain B.V., Fiat – GM Powertrain Polska Sp. z.o.o., Fiat Partecipazioni S.p.A. and Fiat-GM Powertrain Polska Sp Z o.o. (collectively, "Fiat"), joint venture parties, suppliers and entities in which the Debtors own an equity interest, are affiliated with an entity that is the previous employer of a current AlixPartners employee. FIAT is a customer to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Fiat is also a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Fidelity Investments, Fidelity Advr Sr I-Advr Hi In, Fidelity Advr Sr II-Advr Strt, Fidelity American Hi Yld Fd, Fidelity Ballyrock Clo II, Fidelity Ballyrock Clo III, Fidelity Canadian Asset All, Fidelity Cip LLC:Fid Fl Rate, Fidelity Management & Research Co., Fidelity Management & Research Company, Fidelity Puritan Tr-Puritan Fd, Fidelity Sch St Tr-Strt Inc Fd, Fidelity Summer St Tr-Cap & In and Fidelity Summer St-Cap & Inc Fd, (collectively, “Fidelity”), lenders, creditors, bondholders and shareholders to the Debtors, are affiliated with an entity that is a vendor to AlixPartners. In addition, Fidelity and affiliated entities are also lenders, lessors, adverse parties, director affiliated companies, executory contract counterparties, customers, lessees, bondholders and shareholders of current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Fidelity is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Fifth Third Bank, a lender to the Debtors, is a bondholder, creditor, lender, lessor and adverse party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Fifth Third Bank is a member in a bank group for which AlixPartners performed services in matters unrelated to the Debtors and their affiliates. Fifth Third Bank is a client-related party and a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- First Chicago NBD, a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- First Union Corporation (“FU”), a director affiliated company to the Debtors, is a lender, limited partner, bondholder and director affiliated company to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Ford Motor Company (“Ford Motor”), a director affiliated company, competitor and strategic alliance party to the Debtors, and affiliated entities are customers, lenders, adverse parties, vendors, plaintiffs and client litigants to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Ford Motor is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Fortress Cr Invs I Ltd and Fortress Cr Invs II Ltd (“Fortress”), lenders to the Debtors, and affiliates are former clients of AlixPartners in matters unrelated to the Debtors and their affiliates. Additionally, Fortress is a lender and shareholder to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Franklin Advisors, a bondholder to the Debtors, is a shareholder, creditor, co-plaintiff and lender to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- General Electric Capital Corporation, General Electric Co., GE Asset Management Inc., GE Capital, GE Capital Consumer Financial Services, GE Card Services, GE Commercial Finance, GE Corporate Financial Services, GE Fleet Services of GE Commercial Finance and GE Insurance Solutions (collectively, “GE”), bondholders, director affiliated companies, creditors, and lenders to the Debtors, are creditors, customers, lenders, vendors, litigation parties, adverse parties, lessors and bondholders of current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. GE is a former AlixPartners client and in matters unrelated to the Debtors and their affiliates. GE is the previous employer of current AlixPartners employees.
- GM or its affiliated entities are creditors, adverse parties, shareholders, vendors, bondholders, customers and lenders to current and former clients of AlixPartners.
 - General Motors Corporation is the previous employer of numerous current AlixPartners employees.
- GMAC, GMAC Re, GMAC Auto Lease Payment Corp., GMAC Auto Lease Purchase Corporation, GMAC Banque, GMAC Holding S.A. De C.V. and GMAC LLC (collectively, “GMAC”), customers, insurance providers, strategic alliance parties and equity interest parties to the Debtors, are former AlixPartners clients in matters unrelated to the Debtors and their affiliates. GMAC is an adverse party, creditor and lender to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. GMAC is the previous employer of a current AlixPartners employee.
- GMAM Investment Funds Trust and GMAM Real Estate I, LLC are lenders and equity interest parties to the Debtors. GMAM Investment Funds Trust is a related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Goldentree Ln. Opportunities III Ltd. and Goldentree Ln. Opportunities IV Ltd., lenders to the Debtors, are professionals in interests and lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Goldman Sachs, Goldman Sachs Cr Parts LP, Goldman Sachs Group Inc., Goldman Sachs Group Inc. and Goldman Sachs-Abs Loans 2007 L (collectively, “Goldman Sachs”), lenders, director affiliated companies, professionals in interest and investment bankers to the Debtors, are affiliated with an entity that is a former client of AlixPartners in matters unrelated to the Debtors and their affiliates. Goldman Sachs is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Additionally, Goldman Sachs and affiliates are lenders, litigants, lessees, bondholders, professionals in interest and shareholders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Lastly, Goldman Sachs is the previous employer of current AlixPartners employees.

- Goodyear Tire & Rubber, a creditor to the Debtors, is a creditor to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Goodyear Tire & Rubber is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Graduate School of Business at the University of Chicago, a director affiliated company to the Debtors, is an affiliate to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, The University of Chicago, is a bondholder to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Great American, an insurance provider to the Debtors, is affiliated with entities that are vendors, related parties, executory contract counterparties and adverse parties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Guardian Industries Corporation, a supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Hartford Fltng Rt Fd and Hartford-Fltg Bk Ln Sr Of Hart, lenders to the Debtors, are affiliated to entities that are creditors, bondholders, lenders, vendors, executory contract counterparties and adverse parties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Hayes Lemmerz International, Inc., a supplier to the Debtors, is a current client of AlixPartners, and a managing director of AlixPartners is acting as Chief Restructuring Officer of Hayes Lemmerz. AlixPartners is not involved, however, in customer negotiations or other issues directly adverse to the Debtors and their affiliates. To alleviate any potential conflict concerns, AlixPartners has placed an information barrier between Hayes Lemmerz and the Debtors and their affiliates. In addition, separate engagement teams have been established with instructions to make certain no information is shared between engagement teams.
- Haynes and Boone, a professional in interest in this bankruptcy matter, was a member of a creditors' committee for which AlixPartners worked, as well as client professional and vendor to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Haynes and Boone is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Heidrick & Struggles, a directors affiliated company to the Debtors, is a professional in interest to a former AlixPartners client and a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Hertz Corporation, a creditor and customer to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Hertz Corporation is a litigation party and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their

affiliates. Hertz Corporation is a contract vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.

- Hewlett-Packard (“HP”), a creditor and lender to the Debtors, is a lender, vendor, adverse party and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. HP is the previous employer of a current AlixPartners employee.
- Highland Credit Opp CDO Ltd, Highland Floating Rate Fund, Highland Offshore Ptnrs LP and Highland-Pac Sel Fd Fltg Rt Ln, (collectively, “Highland”), lenders to the Debtors, are lenders to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Highland Capital, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Highland Capital, is the previous employer of a current AlixPartners employee.
- HLI Operating Company, a creditor to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Honda, a competitor to the Debtors, and its affiliated entities are customers, creditors, vendors, co-defendants and adverse parties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Honigman Miller Schwartz and Cohn, a professional in interest to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Honigman Miller Schwartz and Cohn is a professional in interest and client counsel to former AlixPartners clients and is also a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates,
- Houlihan Lokey (“Houlihan”), a professional in interest in this bankruptcy matter, is a professional in interest and investment banker to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Houlihan is an affiliate of a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- HSBC Finance Corp. and HSBC Financial Corp., (“HSBC”), lenders and strategic alliance parties to the Debtors, are lenders, creditors, indenture trustees and related parties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. HSBC is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates.
- Hughes Electronics Corporation, a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- ING Bank, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. ING affiliated entities were lenders, noteholders, creditors, bondholders, lessors and bank steering committee

members to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- Jack Smith, former chairman of GM, was a member of the AlixPartners' Advisory Board. Mr. Smith completed his service with AlixPartners over two years ago. He has no financial interest in AlixPartners.
- Jenner & Block, a professional in interest in this bankruptcy matter, is an adverse party and client counsel to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Jenner & Block is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Jerome B. York, a former director to the Debtors, was an officer to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Johnson Controls, a creditor and supplier to the Debtors, is a creditor and director affiliated company to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Johnson Controls is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Johnson Controls is the previous employer of a current AlixPartners employee.
- Jones Day, a professional in interest in this bankruptcy matter, is client counsel to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Additionally, Jones Day was counsel to the Creditors' Committee of a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Jones Day is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- JP Morgan Chase, JP Morgan Whitefriars Inc, JPMorgan Chase & Co and JPMorgan Chase Bank (collectively, "JP Morgan"), lenders, suppliers, professionals in interest and creditors to the Debtors, are affiliated with entities that are lenders, shareholders, vendors, bondholders and creditors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. JP Morgan affiliated entities previously employed several current AlixPartners employees.
- KeyBank National Association, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. In addition, KeyBank National Association is a creditor and lender to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Key Safety Systems, a supplier to the Debtors, is an affiliate to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Kirkland & Ellis LLP, a professional in interest in this bankruptcy matter, is counsel, adverse counsel and professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

Kirkland & Ellis is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. AlixPartners is a client of Kirkland & Ellis in matters unrelated to the Debtors and their affiliates.

- Kodak, a director affiliated company to the Debtors, and affiliates are adverse parties and executory contract counterparties to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Affiliated entities are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Kohlberg Kravis Roberts & Company (“KKR”), a director affiliated company and supplier to the Debtors, and affiliates are lenders, shareholders and creditors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. KKR is a client related party and former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, KKR Asia, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates
- KPMG LLP, a professional in interest in this bankruptcy matter, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. KPMG is a professional in interest, adverse party and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Additionally, KPMG previously employed several current AlixPartners employees.
- Lazard Group LLC and Lazard Ltd (“collectively, “Lazard”), professionals in interest in this bankruptcy matter and director affiliated companies to the Debtors, are creditors and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Lazard was a client through membership in a creditor’s committee to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Lazard Freres, is the previous employer of a current AlixPartners employee.
- Lear Corporation (“Lear”), a creditor and top 100 supplier to the Debtors, is a customer and litigation party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Lear is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Lear is the previous employer of a current AlixPartners employee. Lear Corporation Holding – Spain SL (“Lear Spain”), is a current prospective AlixPartners client, in matters unrelated to the Debtors and their affiliates; except that the prospective engagement pertains to the implementation of certain actions which arise from Lear Spain’s anticipated changes in its supply relationships with a number of counterparties, one of which is Saab (a subsidiary of GM currently in the Swedish reorganization procedure). In this regard, AlixPartners is not involved in negotiations with Saab. As in all cases, AlixPartners will strictly adhere to all of its confidentiality obligations with respect to the Debtors’ confidential information. AlixPartners believes that this engagement does not represent a conflict of interest between AlixPartners and the Debtors.

- Lehman Brothers Asset Management Inc, Lehman Brothers First Trust, Lehman Brothers High Income and Lehman Brothers (collectively, “Lehman Brothers”), shareholders, bondholders and lenders to the Debtors, are bondholders, shareholders and lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Lehman Brothers previously employed a current AlixPartners employee. Lehman Brothers provided investment banking services to AlixPartners and affiliated entities. Lehman Brothers is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Liberty/SafeCo, an insurance provider to the Debtors, is affiliated with entities that are creditors, adverse parties, executory contract counterparties, insurers and lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Liberty Mutual is a former AlixPartners client in matters unrelated to the Debtors.
- Lloyds, a lender and insurance provider to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate of Lloyd’s is a creditor, lender, insurer, litigation party, executory contract counterparty and adverse party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate of Lloyds is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- M&T Bank, a lender to the Debtors, is a related party to a current AlixPartners client in matter unrelated to the Debtors and their affiliates.
- Magna International, a creditor and supplier to the Debtors, and affiliated entities are former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Magna Entertainment, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. In addition, an affiliate of Magna International, Magna PowerTrain, is a customer to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Marathon CLO I, Marathon CLO II Ltd and Marathon Financing I B V (collectively, “Marathon”), lenders to the Debtors, and affiliated entities are bondholders, significant shareholders and executory contract counterparties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Affiliated entities are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Marsh Inc., an insurance provider to the Debtors, is affiliated with an entity that is a creditor and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Marsh & McLennan, is a vendor to AlixPartners.
- MCI and MCI Worldcom (“MCI”), utility providers to the Debtors, and affiliated entities are creditors, litigation counterparties, executory contract counterparties

and vendors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. MCI is a former client of AlixPartners in matters unrelated to the Debtors and their affiliates. Verizon is a vendor to AlixPartners.

- Merrill Lynch & Co., Inc., Merrill Lynch Bank, Merrill Lynch Canada Finance Company, Merrill Lynch Cap Serv Inc, Merrill Lynch International & Co Cv, Merrill Lynch International Limited, Merrill Lynch Preferred Capital Trust I, Merrill Lynch Preferred Capital Trust II, Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV, Merrill Lynch Preferred Capital Trust V, Merrill Lynch Preferred Capital Trust VI, Merrill Lynch Preferred Funding I LP, Merrill Lynch Preferred Funding II LP, Merrill Lynch Preferred Funding III LP, Merrill Lynch Preferred Funding IV LP, Merrill Lynch Preferred Funding V LP and Merrill Lynch Pierce Fenner & Smith (collectively, “Merrill Lynch”), director affiliated companies, professionals in interest, lenders and investment bankers to the Debtors, are affiliated with entities that are current and former clients of AlixPartners, as well as lenders, bondholders, shareholders, limited partners, adverse parties and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Merrill Lynch is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Merrill Lynch is the previous employer of current AlixPartners employees.
- Metaldyne Corporation, a supplier to the Debtors, is a current AlixPartners client in that AlixPartners is providing financial advisory services in connection with Metaldyne Corporation’s chapter 11 bankruptcy proceeding. AlixPartners is not assisting Metaldyne Corporation with any negotiations or other issues directly adverse to GM. To alleviate any potential conflict concerns, AlixPartners has placed an information barrier between Metaldyne Corporation and GM. In addition, separate engagement teams have been established with instructions to make certain no information is shared between engagement teams.
- Michelin Americas Services (“Michelin”), a creditor to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Michelin is a vendor to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Microsoft Global Finance (“Microsoft”), a lender to the Debtors, is affiliated with an entity that is a vendor, lender, and customer to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Microsoft Corporation, is a current AlixPartners client and is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Minnesota Mining & Manufacturing, a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Mitsubishi Electric, a creditor to the Debtors, is a co-defendant to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Mizuho Corporate Bank, a lender to the Debtors, is a lender, creditor, and client professional to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, Mizuho Corporate Bank previously employed a current AlixPartners employee.
- Morgan Lewis and Bockius, a professional in interest in this bankruptcy matter, is opposing counsel, lender and professional in interest to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Morgan Lewis and Bockius is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. The spouse of a current AlixPartners employee, is a partner at Morgan, Lewis & Bockius, in matters unrelated to this bankruptcy matter. The spouse is not working on this bankruptcy matter.
- Morgan Stanley, Morgan Stanley & Co. Incorporated, Morgan Stanley and Co. and Morgan Stanley Sr Fd Inc (collectively, "Morgan Stanley"), professionals in interest in this bankruptcy matter, bondholders, director affiliated companies and lenders to the Debtors, are lenders, bondholders, creditors, shareholders and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Morgan Stanley is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Morgan Stanley is the previous employer of a current AlixPartners employee.
- Motorola Inc. ("Motorola"), a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Motorola is a creditor, customer and related party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Motorola is the previous employer of current AlixPartners employees.
- National City Bank, a lender to the Debtors, is affiliated with an entity that is a former AlixPartners client in a matter unrelated to the Debtors and their affiliates. National City is a lender, creditor, vendor, lessee, bondholder, co-defendant and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. National City Bank is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- National Union Fire Insurance Company of Pittsburgh ("NUFI"), an insurance provider to the Debtors, is affiliated with entities that are limited partners, litigation counterparties, adverse parties, lenders and bondholders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. NUFI has also provided various types of insurance to AlixPartners in matters unrelated to the Debtors and their affiliates.
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- New York State Common Retirement Fund, a shareholder to the Debtors, is a joint venture party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Nordic Capital, a limited partner with the Debtors in various investment fund vehicles, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Northern Trust Company, Northern Trust Company Securities Lending and Northern Trust Investments, N.A. (collectively, "Northern Trust"), lenders, bondholders and shareholders to the Debtors, are bondholders and lenders to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Northern Trust Company is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Oak Hill Cr Part III, Oak Hill Cr Partners IV, Oak Hill Credit Partners V Ltd and Oak Hill Credit Ptnrs II Ltd (collectively, "Oak Hill"), lenders to the Debtors, and affiliated entities were creditors, bondholders and lenders to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Oak Hill Advisors, is the parent of a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Oaktree - Emp Ret Fd City Of D, Oaktree - Gen Brd Pen Hlth Bnf, Oaktree - High Yield LP, Oaktree - Intl Paper Co Comngl, Oaktree - Pac Gas & Elec Post, Oaktree Cap Mgmt-Hi Yld Tr, Oaktree Capital Management LLC, Oaktree Loan Fund 2x (Cay) LP, Oaktree Loan Fund, L.P., Oaktree-Bill & Melinda Gates, Oaktree-DaimlerChrysler Corp M, Oaktree-High Yield Fd II LP, Oaktree-San Diego Cty Emp Ret and Oaktree-Tmct (collectively, "Oaktree"), lenders, competitors and bondholders to the Debtors, are affiliated with entities that were adverse parties to a former AlixPartners client in a litigated matter as well as bondholders and lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Oaktree-DaimlerChrysler, a former affiliation of Chrysler, LLC, is the previous employer of a current AlixPartners employee.
- Oppenheimer Sr Fltg Rt Fd, a lender to the Debtors, and affiliated entities are lenders, bondholders and professionals in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, Oppenheimer & Co., is the previous employer of a current AlixPartners employee.
- Osler Hoskin & Harcourt, a professional in interest in this bankruptcy matter, is a professional in interest to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Pacific Gas & Electric ("PG&E"), a utility provider to the Debtors, is an executory contract counterparty, adverse party and creditor to current and former

AlixPartners clients in matters unrelated to the Debtors and their affiliates. In addition, PG&E was a member of the creditors committee to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Panamsat Corporation, a director affiliated company to the Debtors, is an affiliate to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Panasonic Corporation, a supplier and creditor to the Debtors, is a related party to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Paul Weiss Rifkind & Garrison, a professional in interest in this bankruptcy matter, is clients' legal counsel and opposing counsel to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Paul Weiss Rifkind & Garrison is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Peco Energy Services, a utility provider to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Peco Energy is a vendor to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Penske Automotive Group, Inc., Penske Corporation and Penske Logistics, creditors, customers and executory contract counterparties to the Debtors, are joint venture parties to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Penske Performance Transportation, is the previous employer of a current AlixPartners employee.
- Peregrine, Inc. became a client of AlixPartners in 1998. Peregrine was a significant supplier to GM. The stock of Peregrine was acquired by a former affiliate of AlixPartners with the support of GM. Peregrine's working capital funding was provided by GM. GM also provided an indemnification and guaranty to AlixPartners. AlixPartners currently has no claims against GM in connection with the indemnification and guaranty. Peregrine is no longer an operating entity. While AlixPartners does not believe it has a claim against GM with respect to this matter, AlixPartners waives any claim it may have against GM with respect to the indemnification and guaranty.
- Peugeot S.A., a creditor and supplier to the Debtors, is an affiliate to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Pfizer, Pfizer Foundation, Pfizer Global Pharmaceuticals and Pfizer Human Health, director affiliated companies to the Debtors, are affiliated with entities that are potential acquirers, adverse parties, customers, executory contract counterparties and related parties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.

- Pilkington NA Holdings, a creditor to the Debtors, is a co-defendant and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- PNC Leasing LLC (“PNC”), an executory contract counterparty to the Debtors, is a bondholder, lender, significant shareholder and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. PNC is a current and former AlixPartners client and is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. PNC is the previous employer of a current AlixPartners employee.
- PricewaterhouseCoopers LLP (“PWC”), a professional in interest in this bankruptcy matter, is a professional in interest, opposing counsel and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. PWC is the auditor for AlixPartners and provides audit, tax and related consulting services. PWC is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. PWC is the previous employer of a number of current AlixPartners employees. AlixPartners provides services to PWC in the ordinary course in matters unrelated to the Debtors and their affiliates.
- Qwest, a utility provider to the Debtors, is a customer, vendor, related party, litigant, and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Qwest is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Remy International Inc. and Remy Inc., a creditor and supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Resources Global Professionals, a professional in interest in this bankruptcy matter, is a vendor and service provider to AlixPartners in matters unrelated to the Debtors or their affiliates.
- Richards Layton & Finger, a professional in interest in this bankruptcy matter, was counsel to former AlixPartners clients in matters unrelated to the Debtors and their affiliates and is counsel to AlixPartners in matters unrelated to the Debtors and their affiliates. Richards Layton & Finger is also a professional in interest to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Richards Layton & Finger provides legal services to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Robert A. Lutz, an officer to the Debtors, is an officer, director and significant shareholder to a former AlixPartners client in matters unrelated to this bankruptcy matter.

- Rockwood Holdings Inc. and Rockwood Specialties Group Inc. are strategic alliance parties to the Debtors. Rockwood Holdings Inc is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Rothschild LLP, a professional in interest in this bankruptcy matter, is a professional in interest, bondholder and related party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Rothschild LLP is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Royal Bank of Scotland, a lender to the Debtors, is a lender and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Royal Bank of Scotland is an executory contract counterparty to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ryder Logistics, a creditor to the Debtors, is an affiliate to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Ryder affiliated entities were vendors, lessors and creditors to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Sankaty Cr Opps Off Mtr IV LP, Sankaty Credit Opp IV LP, Sankaty High Yield Part II LP and Sankaty Hy Part III LP (collectively, "Sankaty"), lenders to the Debtors, are lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- SBC and SBC Internet Services ("SBC"), utility providers to the Debtors and affiliated entities, are vendors, creditors, executory contract counterparties, related parties and lessors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. SBC is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Sara Lee Corp., a director affiliated company to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Shell Energy North America, Shell Energy Canada and Shell Hydrogen B.V., (collectively, "Shell"), utility providers and strategic alliance parties to the Debtors, are affiliated with an entity that is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Shell Oil, is a creditor and vendor to current AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Simpson Thacher & Bartlett, a professional in interest in this bankruptcy matter, is opposing counsel and client professional to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Simpson Thacher & Bartlett is counsel to Hellman & Friedman LLC as well as to its affiliated private equity funds, including the funds that hold a controlling stake in AlixPartners. Simpson Thacher & Bartlett is a current and former AlixPartners

client in matters unrelated to the Debtors and their affiliates. In addition, Simpson Thacher & Bartlett provides services to AlixPartners in matters unrelated to the Debtors and their affiliates.

- Skadden, Arps, Slate, Meagher & Flom, a professional in interest in this bankruptcy matter, is a professional in interest and client counsel to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Skadden, Arps, Slate, Meagher & Flom, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Societe Generale, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Sonnenschein Nath & Rosenthal, a professional in interest in this bankruptcy matter, is a creditor, adverse party and professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Sonnenschein Nath & Rosenthal is the previous employer of a current AlixPartners employee.
- Southern California Edison, a utility provider to the Debtors, is a joint venture entity to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Southern California Edison is an insurance provider and creditor to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Sprint, a utility provider to the Debtors, is a creditor, vendor and executory contract counterparty to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate of Sprint is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- SunTrust Leasing Corporation, an executory contract counterparty to the Debtors, is affiliated with entities that are creditors, bondholders, lenders and indenture trustees to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, SunTrust Bank, is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Suzuki, Suzuki Motor Corp. and Suzuki Motor Corporation, executory contract counterparties, strategic alliance parties, competitors, joint venture parties and miscellaneous equity interest parties to the Debtors, are affiliates to current AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Tenneco, Inc., a creditor and supplier to the Debtors, is affiliated with entities that are co-defendants, customers and vendors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Tenneco, Inc., is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Tenneco, Inc., is the previous employer of a current AlixPartners employee.

- Texas Instruments, a director affiliated company to the Debtors, is a client related party and a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Texas Instruments is the previous employer of a current AlixPartners employee.
- The Timken Co., a supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Thomas H. Lee Partners, L.P., an investment as a limited partner to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Time Warner Telecom, a utility provider to the Debtors, and affiliated entities, are litigation parties, vendors, adverse parties, creditors and director-affiliated companies to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, America On-Line, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- TI Automotive, a supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- TK Holdings, Inc., a creditor to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Toyota Motor Corporation and Toyota Industries Corporation (“Toyota”), a competitor, supplier, strategic alliance party and executory contract counterparty to the Debtors, and affiliated entities are customers, creditors, vendors and lenders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Toyota is the previous employer of a current AlixPartners employee.
- Travelers, an insurance provider to the Debtors, is affiliated with entities that are creditors, bondholders, executory contract counterparties and adverse parties to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, St. Paul Travelers, is a vendor to AlixPartners.
- TRW Automotive Holdings Corporation, a supplier to the Debtors, is a customer and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, TRW Inc., is the previous employer of a current AlixPartners employee.
- U.S. Bank Card Services, a wholly owned subsidiary of U.S. Bank (“US Bank”), a director affiliated company to the Debtors, is a lender, creditor, indenture trustee and bondholder to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. US Bank is a client-related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.

- UBS AG, UBS AG London, UBS Global Asset Management (US) Inc. and UBS Securities LLC (collectively, “UBS”), lenders, bondholders and investment bankers to the Debtors, are creditors, customers, director affiliated companies, lenders, lessors and bondholders to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. UBS is the previous employer of a current AlixPartners employee.
- The United States Department of Justice (“DOJ”), a government agency to the Debtors, is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. The DOJ has also been an adverse party and customer to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Union Pacific Railroad, a creditor and director affiliated company to the Debtors, is a creditor, customer, adverse party and lessor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Union Pacific Railroad is the previous employer of a current AlixPartners employee.
- Van Kampen Asset Management, a shareholder to the Debtors, is affiliated with entities that are former AlixPartners clients as well as lenders, bondholders, and retained professionals to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Van Rob, a supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- VeraSun Energy Corporation, a strategic alliance party to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Verizon Business and Verizon Communications (collectively, “Verizon”), utility providers to the Debtors, are former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Other Verizon affiliated entities are creditors, executory contract counterparties and vendors to several current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Verizon is a vendor to AlixPartners.
- Vestar Capital Partners, an investment party as a limited partner to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Visant Corporation, Visant Holding Corporation and Visant Secondary Holdings Corporation, director affiliated companies to the Debtors, are affiliated to an entity that is the parent to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Visteon Corporation, a supplier to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Visteon/ACH, is a vendor to a current AlixPartners client.
- Wachovia Bank (“Wachovia”), a director affiliated company to the Debtors, is a lender, bondholder, creditor, adverse party, co-defendant and professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Wachovia is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Weil, Gotshal & Manges LLP, a professional in interest in this bankruptcy matter, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. AlixPartners is a client of Weil, Gotshal & Manges, LLP in matters unrelated to the Debtors and their affiliates.
- Wellington Management Company, a bondholder to the Debtors, is the previous employer of a current AlixPartners employee. Wellington Management Company was a lender, bondholder and shareholder to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Wells – 13702900, Wells – 13823100, Wells – 14945000, Wells – 16017000, Wells 16463700 La Dept W&Pwr Em, Wells 16959700-Jh Hi Yld, Wells 16959701-John Hancock In, Wells Cap Mgmt – 13923601, Wells Cap Mgmt 12222133 and Wells Cap Mgmt 1886650 (collectively, “Wells Fargo”), lenders to the Debtors, are affiliated entities to a former client of AlixPartners through membership in a bank group for which AlixPartners performed services in matters unrelated to the Debtors and their affiliates. Other Wells Fargo affiliated entities are lenders, creditors, lessors, bondholders, indenture trustees and vendors to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Wells Fargo is a related party to a current AlixPartners client and a vendor to AlixPartners, in matters unrelated to the Debtors and their affiliates. Wells Fargo is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- WestLB AG, a lender to the Debtors, is a lender to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. WestLB AG, is a joint venture party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Western Asset Management, a bondholder to the Debtors, is a lender and creditor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Western Asset Management is a client related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- White & Case, a professional in interest in this bankruptcy matter, is a professional in interest to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. White & Case is a current and former AlixPartners

client in matters unrelated to the Debtors and their affiliates. White & Case is also a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.

- Wilmington Trust Company, a creditor, indenture trustee and executory contract counterparty to the Debtors, is a bondholder, creditor, lessor and indenture trustee to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Wilmington Trust Company is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Xerox Corporation, a director affiliated company to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Xerox is an adverse party, lessee, customer and vendor to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- XM Satellite Radio Holdings and XM Satellite Radio, Inc. ("XM"), customers, strategic alliance parties and equity interest parties to the Debtors, are affiliates to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. XM is a co-defendant and director affiliated company to current AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Zurich, an insurance provider to the Debtors, is affiliated with entities that are creditors, vendors, executory contract counterparties and adverse parties to current and former AlixPartners clients and Zurich is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates. Zurich is a current AlixPartners client and a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.

SCHEDULE 2

Petition Date:		1-Jun-09		
90 days pre-petition:		3-Mar-09		
Project	Invoice Date	Paid Date	Total	
Original Engagement	2/17/2009	3/13/2009	\$ 6,113,123.89	
GM PO -- TCS94967-005	1/31/2009	4/13/2009	\$ 262,500.00	
GM PO -- TCS94967-005	1/31/2009	4/13/2009	\$ 131,250.00	
Original Engagement	3/20/2009	4/24/2009	\$ 7,572,404.90	
Original Engagement	3/20/2009	5/7/2009	\$ 21,896.00	
Original Engagement	4/16/2009	5/7/2009	\$ 4,088,578.19	
Original Engagement	3/20/2009	5/12/2009	\$ 554,712.37	
Original Engagement	4/16/2009	5/12/2009	\$ 3,548,989.76	
Prior project - GM Powertrain Europe	10/30/2008	5/19/2009	\$ 30,000.00	
Prior project - GM Powertrain Europe	11/30/2008	5/19/2009	\$ 35,000.00	
Original Engagement	5/8/2009	5/28/2009	\$ 6,548,838.20	
Original Engagement	5/12/2009	5/28/2009	\$ 451,161.80	
Original Engagement	5/21/2009	5/28/2009	\$ 5,000,000.00	Est. for May
GM PO -- TCS94967-005	2/26/2009	5/28/2009	\$ 131,250.00	
Original Engagement	5/12/2009	5/29/2009	\$ 24,391.47	
Original Engagement	5/20/2009	5/29/2009	\$ 4,341,560.56	
		Total:	\$ 38,855,657.14	
Retainer Payment		5/19/2006	\$ 2,500,000.00	
Retainer Payment		1/26/2009	\$ 5,000,000.00	
Retainer Payment		4/20/2009	\$ 12,500,000.00	
		Total:	\$ 20,000,000.00	

EXHIBIT C

Engagement Letter



Chicago Dallas Detroit New York San Francisco Washington, DC

May 29, 2009

Mr. Frederick A. Henderson
President and Chief Executive Officer
General Motors Corporation
300 Renaissance Center
Detroit, MI 48243

Re: Agreement for Interim Management and Restructuring Services

Dear Mr. Henderson:

This letter, together with the attached Schedule(s), Exhibit and General Terms and Conditions, sets forth the agreement ("Agreement") between AP Services, LLC, a Michigan limited liability company ("APS"), and General Motors Corporation and certain of its affiliates (the "Company") for the engagement of APS to provide certain temporary employees as set forth on Exhibit A (the "Temporary Staff") to the Company to assist it in its restructuring as described below.

All defined terms shall have the meanings ascribed to them in this letter and in the attached Schedule(s), Exhibit and General Terms and Conditions.

This letter supersedes that certain engagement letter between AlixPartners, LLP ("AlixPartners"), an affiliate of APS, and the Company dated as of February 3, 2009 (the "AlixPartners Engagement Letter"). The AlixPartners Engagement Letter contemplated the execution of this Agreement, and the potential provision of Temporary Staff by APS to the Company in connection with its restructuring efforts, including any sale of its assets.

Generally, the engagement of APS, including any APS employees who serve in Executive Officer positions, shall be under the supervision of the Board of Directors of the Company and the direct supervision of its President and Chief Executive Officer ("CEO"). Neither the CRO (as defined below) nor any Temporary Staff are anticipated to act as directors of General Motors Corporation, either before or after the Transaction.

OBJECTIVE AND TASKS

On or before May 31, 2009, APS will provide Mr. Al Koch to be appointed and serve as the Company's Chief Restructuring Officer ("CRO"), reporting directly to the Company's CEO. Working collaboratively with the senior management team, the Board of Directors and other Company professionals, the CRO will assist the Company in evaluating and

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Mr. Frederick A. Henderson
May 29, 2009
Page 2 of 41

implementing strategic and tactical options through the restructuring process, including any sale of its assets. In addition to the ordinary course duties of a CRO, the Temporary Staff roles will include working with the Company and its employees and other professionals to do the following:

- Assist the Company and its advisors in the negotiation and completion of the sale of assets and operations contemplated by the Company (the "Transaction") to a US Treasury sponsored purchaser ("New GM"). The Transaction is anticipated to be processed and consummated pursuant to section 363 of the United States Bankruptcy Code (the "Code").
- On behalf of the Company (the "Company" or "Oldco"), to support the negotiation of, and participate in the review of, the proposed structure of the Transaction, including the assets to be sold and transferred to New GM and the liabilities to be assumed by New GM as a part of the purchase price, and the negotiation and implementation of various transitional contractual relationships between Oldco and New GM. In performing services, APS will take into consideration (i) the management and resources that Oldco will need after the consummation of the Transaction, and (ii) the necessary transitional contractual relations between Oldco and New GM.
- As noted, prior to the closing of the Transaction, the CRO will report to the Company's CEO. As to the services to be performed by APS as described above, the CRO will communicate directly with the Chairman of the Board, and ultimately the entire Board of Directors, as necessary, in respect of any issues that APS considers germane to its assignments. APS will meet with and report directly to the Board on its progress and on the performance of its engagement.
- Upon the closing of the Transaction, the Board shall appoint Mr. Koch as the Chief Executive Officer (the "CEO") of Oldco and the remaining directors will select and appoint additional directors as appropriate to oversee the administration of Oldco. As CEO, Mr. Koch will report directly to the Board of Oldco. APS shall continue its engagement with OldCo in accordance with the terms of this agreement. If resolved by the Board:
 - Certain Temporary Staff may become officers of OldCo or officers or directors of OldCo's subsidiaries as requested by the Board and agreed to by APS.
 - Al Koch and the Temporary Staff will oversee the administration of the Company's bankruptcy case, including compliance with bankruptcy court reporting requirements and the discharge of obligations of the Company pursuant

APServices LLC

Mr. Frederick A. Henderson
May 29, 2009
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to the Code, and at the direction of the Board, shall propose, file and implement a plan of liquidation under chapter 11 in accordance with the Code.

- Al Koch and the Temporary Staff will seek to monetize assets, settle and administer claims as soon as practicable.
- Assist the Company, as requested, in relation to its investments in subsidiaries and affiliates and business counterparts and any other actions consistent with Code and applicable authorities.

STAFFING

APS will provide the Company with the Temporary Staff set forth on Exhibit A, subject to the terms and conditions of this Agreement, with the titles, pay rates and other descriptions set forth therein.

The Temporary Staff may be assisted by or replaced by other professionals at various levels, as required, who shall also become Temporary Staff. APS will keep the Company informed as to APS' staffing and will not add additional Temporary Staff to the assignment without first consulting with the Company to obtain Company concurrence that such additional resources are required and do not duplicate the activities of other employees or professionals.

If APS finds it desirable to augment its professional staff with independent contractors (an "I/C") in this case, (i) APS will file, and require the I/C to file, 2014 affidavits indicating that the I/C has reviewed the list of the interested parties in this case, disclosing the I/C's relationships, if any, with the interested parties and indicating that the I/C is disinterested; (ii) the I/C must remain disinterested during the time that the I/C is retained and providing services to the Company; and (iii) the I/C must represent that he/she will not work for or be employed by the Company or other parties in interest in this case during the time APS is involved in providing services to the Company.

APS' standard practice is to charge for an I/C's services at the APS rate for a professional of comparable skill and experience, which rate typically exceeds the compensation provided by APS to such I/C. However, if the Company commences a case under the Code, APS will charge a rate equal to the compensation provided by APS to the I/C.

TIMING, FEES AND RETAINER

In the event the Company commences a case under the Code, the Company will apply to the Bankruptcy Court, on the date of filing or as soon thereafter as practicable, to obtain

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Mr. Frederick A. Henderson

May 29, 2009

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approval of APS's retention and Retainer pursuant to section 363 of the Bankruptcy Code *nunc pro tunc* to the date of filing. It is understood that the terms and conditions of this Agreement and, in particular, the compensation, reimbursement, Success Fee, Discretionary Fee, and Break Fee (each as defined later) are subject to (a) prior approval of the Bankruptcy Court to be treated as administrative expenses of the bankruptcy case; (b) may be subject to a standard of reasonableness; and (c) that APS will file an application for Bankruptcy Court approval of the Second Payment of the Success Fee, the Discretionary Fee, and the Break Fee, as each is asserted to be due and payable. The Debtors will seek Bankruptcy Court approval of the First Payment of the Success Fee in connection with seeking approval of the Transaction.

The Company shall compensate APS for its services, and reimburse APS for expenses, as set forth on Schedule 1.

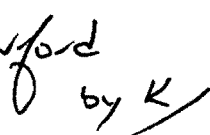
* * *

If these terms meet with your approval, please sign and return the enclosed copy of the Agreement.

We look forward to our continued relationship.

Sincerely yours,

AP SERVICES, LLC

Fred Crawford
Fred Crawford by 


A. A. Koch

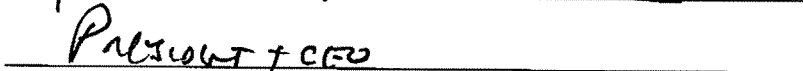
Acknowledged and Agreed to:

GENERAL MOTORS CORPORATION

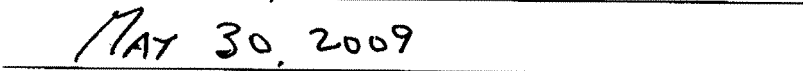
By:



Its:


President + CEO

Dated:


MAY 30, 2009



**AP Services, LLC
Employment by General Motors Corporation**

Exhibit A

**Temporary Staff
Individuals with Executive Officer Positions**

Name	Description	Hourly Rate
Al Koch	Chief Restructuring Officer	\$835

**Additional Temporary Staff
(subject to update)**

Name	APS Description of Title	Hourly Rate
Yoni Aidan	Vice President	€420
Konstantinos Alexopoulos	Vice President	€520
Stefano Aversa	Managing Director	\$835
Afshin Azhari	Director	\$510
Arnd Baur	Director	€555
Kurt Beckeman	Director	\$595
Aleksandra Bozic	Vice President	\$450
Kyle Braden	Director	\$555
Garry Brown	Managing Director	\$790
Marc Brown	Director	\$595
Frank Browne	Associate	\$265
Susan Budd	Director	\$510
Martin Cairns	Director	£420
Cliff Campbell	Director	\$650
Michelle Campbell	Director	\$595
Chris Capers	Director	\$595
Patrick Clark	Analyst	\$260
Thomas Clarke	Director	\$510
Bruce Conforto	Director	\$595
Christian Cook	Director	\$595
Fred Crawford	Managing Director	\$835
Rick Davidson	Director	\$595
Dennis DeBassio	Associate	\$360

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Name	APS Description of Title	Hourly Rate
Tony Flanagan	Managing Director	\$730
John Franks	Director	\$510
Dan Goldwin	Director	\$555
Alexandra Griffin	Analyst	\$235
Barb Gucfa	Director	\$595
James Guo	Vice President	CNY 2,750
Jens Haas	Director	€555
Scott Haeger	Director	\$510
David Hairston	Director	\$595
Michael Hartley	Director	\$595
David Hewish	Director	£460
John Hoffecker	Managing Director	\$835
Elmar Kades	Director	€555
Jan Kengelbach	Vice President	\$500
Susanna Kim	Paraprofessional	\$180
Carsten Koenig	Director	€555
Tai Li	Director	\$595
Drew Lockard	Director	\$510
Olle Lundqvist	Director	€535
Reese McNeel	Vice President	£290
Natalie Meuche	Paraprofessional	\$180
Meade Monger	Managing Director	\$835
Tom Morrow	Managing Director	\$685
Jason Muskovich	Director	\$595
Bruce Myers	Managing Director	\$790
Ivo Naumann	Managing Director	CNY 5,250
Michael O'Connor	Director	£485
Christian Paul	Director	CNY 4,100
Bobbie Phillips	Analyst	\$235
Vanessa Pogue	Paraprofessional	\$180
C.V. Ramachandran	Managing Director	\$790
Dan Ritter	Director	\$510
Gordon Schreur	Director	\$595
Axel Schulte	Managing Director	€675
Vinzenz Schwegmann	Managing Director	€730
Thomas Sedran	Managing Director	€785
Ketav Shah	Director	\$595
Ted Stenger	Managing Director	\$835
Stephen Taylor	Managing Director	£575
Michael Tyroller	Director	€555

APServices LLC

Name	APS Description of Title	Hourly Rate
Mark Wakefield	Director	\$595
Michael Weyrich	Managing Director	£545
Richard Whitlock	Director	\$510
Jens-Ulrich Wiese	Director	€535
Peter Williams	Vice President	£360

The parties agree that Exhibit A can be amended by APS from time to time to add or delete staff, and the Monthly Staffing Reports shall be treated by the parties as such amendments.



SCHEDULE 1

FEES AND EXPENSES

1. **Fees:** APS' fees will be based on the hours worked by APS personnel at APS' hourly rates, which are:

Managing Directors	\$ 685-995
Directors	\$ 510-685
Vice Presidents	\$ 350-500
Associates	\$ 260-360
Analysts	\$ 235-260
Paraprofessionals	\$ 180-200
Independent Contractors	TBD

Work performed by the Temporary Staff outside of North America will be charged at their local rates converted to U.S. dollars on the invoice date. APS reviews and revises its billing rates on January 1 of each year. The above rates will not be increased until January 1, 2010.

For those engagements where the Company requests that APS provide electronic discovery services – which may include the identification, preservation, collection, processing, hosting and production of electronically stored information – the following charges for processing, hosting and production will apply in addition to the Temporary Staff hourly fees associated with the identification, preservation and collection of electronically stored information:

Processing

Processing	\$750 per Gigabyte
TIFF Creation	a. \$.05 per page
OCR	c. \$.03 per page

Document Review

Attenex Document Mapper Analysis	\$2,500 per Gigabyte
iCONNECT Loading (waived if using with Attenex)	
TIFF images	\$.02 per image
Native files	\$75 per Gigabyte
Review Platform Licences	\$150 per user/month
Storage of Hosted Data	\$50 per Gigabyte/month

Production

Bates Number Endorsement	\$.01 per stamp/page
Production Media	At Cost

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2. **Success Fee:** In addition to hourly fees, APS will be compensated for its efforts by the payment of a Success Fee as described below. The payment of the Success Fee, the Discretionary Fee (as defined below), and the Break Fee (as defined below) will be subject to the approval of the United States Department of the Treasury, or confirmation that such federal agency either has not objected, or will not object, to its payment. The Company understands and acknowledges that the Success Fee is an integral part of APS' compensation for the engagement.

If the Company completes a successful sale of a substantial portion of its assets to NewCo pursuant to Section 363 of the Code, the Company will pay APS a Success Fee of \$13.0 million, and a discretionary fee in an amount to be determined at the Company's sole discretion (the "Discretionary Fee"), with the Discretionary Fee eligible for payment only if the bankruptcy case (i) yields extraordinarily positive results; and (ii) demonstrates that APS added significant value in achieving the consummation of the Transaction and the presentation of the Plan of Liquidation.

The payment of the Success Fee, subject to the conditions set forth in the attached letter under the title "Timing, Fees and Retainer," shall be due and payable as follows:

- (a) \$6.5 million at closing of the Transaction (the "First Payment"),
- (b) \$6.5 million on the first anniversary of the closing of the foregoing sale (the "Second Payment"); and
- (c) The Discretionary Fee will be paid as and when directed by the Company.

Unless the Agreement is terminated by the Company for Cause (as defined below) or as explicitly set forth in this Section 2, APS shall remain entitled to the Success Fee that otherwise would be payable for the greater of 12 months from the date of termination of this Agreement, and the period of time that has elapsed from the date of this Agreement to the date of such termination.

Cause shall mean:

- (a) a Temporary Staff member acting on behalf of the Company is convicted of a felony, or
- (b) it is determined in good faith by the Board of Directors of General Motors Corporation after five (5) business days notice and opportunity to cure, that either (i) a Temporary Staff member is engaging in misconduct injurious to the Company, or (ii) a Temporary Staff member is breaching any of his or her material obligations under this Agreement, or (iii) a Temporary Staff member is willfully disobeying a lawful direction of the Board of Directors or senior management of the Company.

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The Second Payment set forth above will be forfeited by APS (i) in the event that APS resigns without good reason or is terminated by the Company for Cause prior to the due date of the Second Payment or if, (ii) prior to its payment, Mr. Koch ceases to be CEO as a result of his voluntary resignation, death or disability, and APS fails to designate a reasonably acceptable replacement.

In the event that the anticipated sale to NewCo does not occur as planned, it is agreed that the Company and APS will negotiate in good faith to develop a replacement success fee formula that is patterned after that which was included in the AlixPartners Engagement Letter. APS acknowledges that such good-faith negotiations may not result in the parties' agreement on a replacement success fee formula.

3. **Expenses:** In addition to the fees set forth in this Schedule, the Company shall pay directly, or reimburse APS upon receipt of periodic billings, for all reasonable out-of-pocket expenses incurred in connection with this assignment, such as travel, lodging and meals, postage, courier, routine black and white copying, telephone, messenger and facsimile charges, subject to the Company's expense policies.
4. **Break Fee:** A break fee (the "Break Fee") will be payable to APS in the event that APS is terminated other than for Cause, as defined in Section 2 of this Schedule 1, prior to payment of \$6.5 million as set forth in 2(b) above or by APS due to a material breach of this Agreement by the Company. The amount of such Break Fee shall be \$6.5 million. Any payment of the Break Fee shall be in full satisfaction and release of any amounts that might otherwise be payable under paragraph 2 (b) or (c) above.
5. **Retainer:** This will confirm that AlixPartners is holding a retainer in the amount of \$20 million (the "Retainer") pursuant to the AlixPartners Engagement Letter. Our billings for services rendered by AlixPartners and/or APS for the period ending May 31, 2009 will include actual time incurred through May 15, 2009 and an estimated billing for the period ending May 31, 2009. It is agreed that such billings will be paid by wire transfer on or before May 29, 2009, provided that any invoice therefor is received by the Company on or prior to May 21, 2009. In accordance with APS' standard terms and conditions, payment received for such invoice will replenish the Retainer to the agreed-upon amount.

At the inception of this Agreement, the full amount of the Retainer will be transferred from AlixPartners to APS. If actual approved billings for May are less than the amount paid, then APS will adjust June billings to reflect this overage. If actual approved time is more than the amount paid, then such difference will be charged to the Retainer, thereby permanently reducing the Retainer.



SCHEDULE 2

DISCLOSURES

APS has caused to be submitted for review, by its conflicts check system, the names of significant parties in interest in this case, as provided to APS by the Company. Additional parties in interest continue to be identified and this Schedule 2 may be updated by APS from time to time to disclose additional connections or relationships between APS and the interested parties.

APS completed a search of its client database for the past five years to determine whether it has had or has any relationships with the parties in interest provided by the Company thus far. Based on this search, APS knows of no fact or situation that would represent a conflict of interest for APS with regard to the Company. However, APS wishes to disclose the following:

- H&F Astro LLC and Hellman & Friedman Capital Associates V, LLC ("H&F Capital"), two private equity investment vehicles managed by Hellman & Friedman LLC ("H&F LLC", and collectively with H&F Astro LLC and H&F Capital, "H&F") own a controlling stake in AlixPartners, LLP ("AlixPartners"), an affiliate of AP Services, LLC ("APS"), which the Debtors engaged prepetition to provide certain advisory services. No material nonpublic information about the Debtors has been furnished by AlixPartners to H&F. AlixPartners' conflict checking system has searched the names of each managing director of H&F LLC and each portfolio company of H&F LLC (the "H&F Conflict Parties") against the list of Potential Parties in Interest, and AlixPartners has determined to the best of its knowledge that there are no resulting disclosures other than as noted herein. However, H&F, its members, affiliated fund entities or affiliates (collectively, the "H&F Entities") may have had, currently have or may in the future have business relationships or connections with the Debtors or other Potential Parties in Interest in matters related to or unrelated to the Debtors or their affiliates or these chapter 11 cases. The engagement will be performed solely by APS. AlixPartners operates independently of the H&F Entities, and does not share common employees or officers, except that certain H&F LLC managing directors or employees are on the Board of Directors of AlixPartners. AlixPartners' financial performance is not impacted by the success or failure of the H&F Entities. Accordingly, neither APS nor AlixPartners has undertaken to determine the existence, nature and/or full scope of any business relationships or connections that the H&F Entities may have with the Potential Parties in Interest, the Debtors or these chapter 11 cases, other than with respect to the H&F Conflict Parties. APS believes it continues to be disinterested and does not hold or represent an interest adverse to the estate with respect to the engagement, regardless of any direct or indirect relationship to or connection any of the H&F Entities may have with the Debtors.
- There are fifteen confidential clients of AlixPartners and/or APS, who are professionals in interest, suppliers, director affiliated companies, insurance providers, indenture trustees, investment bankers, executory contract counterparties, litigation parties, equity interest parties, utility providers, lenders, customers, bondholders, competitors and

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creditors to the Debtors. The confidential clients are current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.

- AlixPartners is currently engaged by certain clients that may be suppliers to the Debtors, as more specifically described herein with respect to such individual clients. AlixPartners believes that these engagements do not present conflicts with respect to APS' proposed engagement by the Debtors. To alleviate potential conflict concerns, AlixPartners has developed guidelines in individual matters such as (i) informational barriers; and (ii) separate engagement teams. In addition, AlixPartners' and APS' professionals will continue to adhere to their confidentiality obligations with respect to individual engagements.
- A minor supplier to the Debtors is a current confidential client of AlixPartners. A managing director of AlixPartners is acting as Chief Restructuring Officer of the confidential client. AlixPartners believes that this engagement does not represent a conflict. In addition, AlixPartners' and APS' professionals will continue to adhere to their confidentiality obligations with respect to individual engagements.
- AlixPartners or an affiliate currently has a confidential pending client engagement with a supplier to the Debtors or an affiliate, in matters unrelated to the Debtors and their affiliates, except that the engagement indirectly involves a subsidiary of the Debtors. AlixPartners is not involved in negotiations with the subsidiary of the Debtors. AlixPartners believes that this engagement does not represent a conflict of interest between APS and the Debtors. In addition, professionals of AlixPartners and its affiliates will continue to adhere to their confidentiality obligations with respect to individual engagements.
- AlixPartners has previously represented GM and certain of its affiliates in numerous matters unrelated to this proceeding, in various capacities including financial advisor, officer, and litigation consultant.
- Many employees of AlixPartners have purchased GM vehicles under various published supplier discount programs; have financed vehicles and other purchases with GMAC financing on an arms-length basis, and have purchased other products and services offered to the public by General Motors Corporation ("GM"), its various divisions, and subsidiaries. These personal/consumer purchases may also occur in the future on an arms-length basis.
- We understand that Jay Alix, a minority equity holder and a former managing director of AlixPartners, and a former member of the Board of Directors of AlixPartners, may have entered into discussions with the Debtors regarding the potential engagement of Mr. Alix as a consultant to the Debtors. To our knowledge, while Mr. Alix consulted with the Debtors, he was not engaged by the Debtors and was not paid for his services.
- ABN AMRO and ABN AMRO Rothschild LLC ("ABN AMRO"), lenders, investment bankers and professionals in interest to the Debtors, are current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. ABN AMRO

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is an indenture trustee, lender, bondholder, executory contract counterparty and collateral agent for vendors to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. ABN AMRO provides banking services to AlixPartners in matters unrelated to the Debtors and their affiliates.

- ACE American Insurance Company (“ACE”), an insurance provider to the Debtors, is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- AIG, AIG Global Investment Group and American International Group (“AIG”), bondholders, lenders and insurance providers to the Debtors, are affiliated with entities that are limited partners, litigation counterparties, adverse parties, lenders and bondholders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. AIG has provided various types of insurance to AlixPartners in matters unrelated to the Debtors and their affiliates.
- American Axle & Manufacturing Holdings, a creditor to the Debtors, is the previous employer of a current AlixPartners employee.
- American Airlines, a director affiliated company to the Debtors, is a current and former client of AlixPartners and/or APS in matters unrelated to the Debtors and their affiliates. American Airlines was a customer to a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. American Airlines is the previous employer of current AlixPartners employees.
- American Express Company (“American Express”), a director affiliated company to the Debtors, is a vendor to AlixPartners as well as a lender, bondholder, creditor and vendor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. American Express is a member of a creditors’ committee that was a former AlixPartners client in matters unrelated to the Debtors and their affiliates. American Express is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ameritech, a creditor to the Debtors, is a creditor, lender and vendor to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Ameritech was a member of a creditor’s committee that retained AlixPartners in matters unrelated to the Debtors and their affiliates.
- Amoco Corporation, a director affiliated company to the Debtors, is a co-defendant and lessor to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Amoco Corporation is an affiliated entity to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- AON Inc, an insurance provider to the Debtors, is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates. AON Inc. is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.

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- Apollo Management, a limited partner with the Debtors in various investment fund vehicles, is a lender to a current AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Apollo Management is the parent of a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- AT&T, AT&T Business Service, AT&T Calling Cards, AT&T Capital Services Inc, AT&T Collocation Pro Cabs, AT&T Corp., AT&T Datacomm Inc., AT&T Inc Legacy SBC, AT&T Southeast, AT&T Teleconference, AT&T VTNS, AT&T Worldnet and AT&T Yellow Pages ("AT&T"), utility providers and director affiliated companies to the Debtors, are creditors, executory contract counterparties, vendors, lenders and shareholders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate of AT&T is a former APS client in matters unrelated to the Debtors and their affiliates. AT&T is a vendor and a current client of AlixPartners in matters unrelated to the Debtors and their affiliates.
- Austin Ventures, a limited partner with the Debtors in various investment fund vehicles, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Avenue CLO V (collectively "Avenue"), a lender to the Debtors, is a lender, bondholder, executory contract counterparty and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Avenue is a client related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Avis Budget Car Rental and Avis Budget Group (collectively, "Avis"), customers to the Debtors, are the previous employers of a current AlixPartners employee. Avis is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Banca Intesa, a lender to the Debtors, has provided banking services to AlixPartners Srl, an affiliate of AlixPartners and APS.
- Bank of America Securities, LLC and Bank of America, N.A., lenders to the Debtors, are current and former clients of AlixPartners, as well as executory contract counterparties, creditors and lenders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Bank of Montreal, a lender to the Debtors, is a bondholder, lessor and lender to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Bank of Montreal is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Bank of Montreal is a co-client to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Bank of New York, BNY GCM (Belgium), BNY Mellon Wealth Management and Bank of New York Mellon Corporation, ("BNY"), lenders, shareholders, bondholders, professionals in interest and indenture trustees to the Debtors, are lenders, bondholders, creditors and indenture trustees to current and former AlixPartners and/or APS clients in

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matters unrelated to the Debtors and their affiliates. In addition, BNY is the previous employer of a current AlixPartners employee.

- Bank of Nova Scotia, a lender to the Debtors, was formerly a member of a bank group that retained AlixPartners as well as a creditor, lender and bondholder to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Bank One Corporation ("Bank One"), a director affiliated company to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Bank One is a lender, creditor and executory contract counterparty to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Barclays Bank, Barclays Bank of Kenya Limited, Barclays Bank PLC, Barclays Capital Inc. and Barclays Global Investors Limited ("Barclays Bank"), lenders, executory contract counterparties, bondholders, investment bankers and significant shareholders to the Debtors, and affiliated entities are creditors, significant shareholders, adverse parties, lenders and bondholders of current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Barclays Bank is a vendor to AlixPartners and is a co-client to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Barclays Bank is also the previous employer of a current AlixPartners employee.
- Bell South, Bell South Corp., Bell South Long Distance, Bell South Telecommunications and Bell South Business Systems are utility providers to the Debtors. Bell South is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Bear Stearns, Bear Stearns International Limited and Bear Stearns & Co. Inc., lenders, professionals in interest and investment bankers to the Debtors, are lenders, bondholders, and professional in interests to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Blue Cross Blue Shield ("BCBS"), a creditor to the Debtors, is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates. BCBS is a vendor and insurance provider to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- BNP Paribas and BNP Paribas Securities Corp., lenders, bondholders and professionals in interest to the Debtors, were lenders, creditors, professionals in interest to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. BNP Paribas is a related party to a current AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Bosch, Robert Stifung GmbH, a creditor to the Debtors, is affiliated with an entity that is a creditor, vendor and customer to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, Robert Bosch Tool

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Corporation, is a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Robert Bosch previously employed a current AlixPartners employee.

- BP Amoco p.l.c, BP Canada Energy Mktg Corp , BP Energy Co USA, BP PLC - Yorktown Virginia Refinery, BP PLC (formerly, BP PLC- Yorktown Virginia Refinery), BP Products N America Inc , BP Solar International Inc. and BP Trinidad & Tobago LLC (collectively, "BP"), director affiliated companies and utility providers to the Debtors, are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate, BP Energy, is an executory contract counterparty and customer of current AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Brown Rudnick LLP, a professional in interest in this bankruptcy matter, is opposing counsel and a professional in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Brown Rudnick LLP is plaintiff's counsel in threatened litigation against AlixPartners and APS.
- Brunswick Corporation, a customer to the Debtors, is a professional in interest and customer to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Brunswick Corporation is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Burger King Corporation, a director affiliated company to the Debtors, is the previous employer of a current AlixPartners employee.
- Cadwalader, Wickersham & Taft LLP ("Cadwalader"), a professional in interest in this bankruptcy matter, is client counsel and vendor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Cadwalader is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Canadian Imperial Bank of Commerce ("CIBC"), a lender to the Debtors, is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Other CIBC affiliated entities are lenders, bondholders, creditors, shareholders and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Carlyle Group, Carlyle High Yield Part 2008-1, Carlyle High Yield Part IX Ltd, Carlyle Partners IV, L.P. and Carlyle Partners V, L.P. (collectively, "Carlyle"), director affiliated companies and lenders to the Debtors, are current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Carlyle affiliated entities have been lenders, creditors and vendors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Caterpillar Inc Mstr Pen Tr, Caterpillar Logistics LLC, Caterpillar Logistics Services Inc., Caterpillar Logistics Services International NV, Caterpillar Logistics Supply Chain Services GMBG and Caterpillar Logistics Supply Chain Services Italia (collectively,

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“Caterpillar”), lenders, equity interest parties and joint venture parties to the Debtors, are vendors, customers, adverse parties, lenders, creditors and director affiliated companies to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.

- Chevrolet Austria GmbH, Chevrolet Belgium, Chevrolet Deutschland GmbH, Chevrolet Espana S.A., Chevrolet Euro Parts Center B.V., Chevrolet Europe GmbH, Chevrolet Finland OY, Chevrolet France S.A.S., Chevrolet Italia S.p.A., Chevrolet Nederland B.V., Chevrolet Of Novato, Inc., Chevrolet Poland Sp. Z.O.O., Chevrolet Portugal, LDA, Chevrolet S.A. De Ahorra Para Fines Determinados, Chevrolet Sales (Thailand) Ltd., Chevrolet Sociedad Anonima De Ahorro Para Fines Determinados, Chevrolet Southeast Europe Automobile LLC., Chevrolet Suisse S.A., Chevrolet Sverige AB, Chevrolet Turkiye Ticaret Ltd. Sti., Chevrolet UK Ltd. and Chevrolet-Saturn Of Harlem, Inc., equity interest parties to the Debtors, are affiliated with an entity that is the previous employer of a current AlixPartners employee.
- Chrysler LLC, a competitor to the Debtors, is affiliated with entities that were customers, adverse parties, vendors, lenders and executory contract counterparties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Chrysler, LLC is the previous employer of a current AlixPartners employee.
- Citibank N.A., Bangkok Branch, Citibank N.A., Taipei Branch, Citibank NA-N Y, Citibank, N.A., Citibank, N.A., Citibank, National Association (Las Vegas, NV), Citicorp Securities Services Inc., Citicorp USA, Inc., Citigroup and Citigroup CIB (collectively, “Citi”), executory contract counterparties, lenders, professionals in interest, indenture trustees, bondholders, investment bankers and creditors to the Debtors, and affiliated entities are creditors, lenders, bondholders, shareholders, adverse parties, professionals in interest and lessors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Citizens Savings Bank, a lender to the Debtors, is the previous employer of a current AlixPartners employee. Citizens Savings Bank is a creditor and executory contract counterparty to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Coca-Cola Beverages PLC, Coca-Cola Company and Coca-Cola HBC (collectively, “Coca-Cola”), director affiliated companies to the Debtors, are affiliated with an entity that is a lender to a current AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Coca-Cola is the previous employer of a current AlixPartners employee.
- Comerica Bank (“Comerica”), a lender to the Debtors, is a former lender to AlixPartners and is also a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Comerica is a lender, creditor, co-defendant and bondholder to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Comerica is the previous employer of a current AlixPartners employee. Comerica provides banking services to AlixPartners.

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- Commerzbank AG, a lender to the Debtors, is an indenture trustee, lender, creditor and litigation party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Compaq Computer Corporation and Compaq Europe International, director affiliated companies to the Debtors, were client related parties to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Compaq Computer is an adverse party, lessee, and executory contract counterparty to former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- ConocoPhillips Company, a utility provider to the Debtors, is a creditor, executory contract counterparty and adverse party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, ConocoPhillips is a related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Continental AG, a creditor to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Continental AG is a vendor to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Cravath Swaine & Moore, a professional in interest in this bankruptcy matter, is opposing counsel, client counsel and professional in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Cravath Swaine & Moore is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Cravath Swaine & Moore is a vendor to AlixPartners.
- Credit Suisse Securities (USA) LLC-Investment Arm ("CSS"), an investment banker and shareholder to the Debtors, is an affiliate of current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Other CSS affiliated entities are lenders, creditors, bondholders, shareholders, limited partners and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, Credit Suisse, is the previous employer of a current AlixPartners employee.
- Daimler AG, a strategic alliance to the Debtors, is affiliated with entities that were customers, adverse parties, vendors, lenders and executory contract counterparties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Dana Holding Corporation, a creditor to the Debtors, is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Davidson Kempner Capital Management, a bondholder to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Davidson Kempner Capital Management is a lender to current AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.

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- Davis Polk & Wardwell, a professional in interest in this bankruptcy matter, is a creditor, professional in interest and client counsel to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Deloitte & Touche, Deloitte Touche Tohmatsu and Deloitte, LLP (collectively, "Deloitte"), professionals in interest in this bankruptcy matter and creditors to the Debtors, are vendors to AlixPartners, adverse to a former AlixPartners client, as well as professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Deloitte is a current client of AlixPartners in matters unrelated to the Debtors and their affiliates. Additionally, Deloitte affiliated entities previously employed several current AlixPartners employees.
- Delphi Corp., Delphi Energy And Engine Management Systems UK Overseas and Delphi ERISA Litigation (collectively, "Delphi"), creditors, customers and litigation parties to the Debtors and entities in which the Debtors own an equity interest, and affiliated entities, are creditors, vendors, co-defendants and customers of current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Delphi is the previous employer of a current AlixPartners employee.
- The Department of the Treasury, a government agency to the Debtors, is an affiliate of an entity, the Internal Revenue Service ("IRS"), that is a creditor, adverse party, vendor and client through representative creditors' committee to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. The IRS is the previous employer of current AlixPartners employees. An affiliate, The Department of Justice ("DOJ") is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. The DOJ has also been an adverse party and customer to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Deutsche Bank, Deutsche Bank AG, Deutsche Bank AG London, Deutsche Bank Luxembourg S.A. as Fiscal Agent, Deutsche Bank Securities Inc. and Deutsche Bk-New York (collectively, "Deutsche Bank"), lenders, director affiliated companies, indenture trustees, creditors, investment bankers, professionals in interest and bondholders to the Debtors, are affiliated with entities that are shareholders, lenders, adverse parties, indenture trustees, creditors, limited partners and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Deutsche Bank is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Also, Deutsche Bank provides banking services to AlixPartners in matters unrelated to the Debtors and their affiliates.
- DirecTV Group, a director affiliated company to the Debtors, is a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Dresdner Bank, a lender to the Debtors, and affiliated entities are indenture trustees, lenders, lessors, members of bank group clients, professionals in interest and creditors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.

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- DTE Defiance LLC, DTE Energy, DTE Energy Services Inc., DTE Moraine, LLC, DTE Tonawanda LLC and DTE Tonawanda LLC (collectively, "DTE"), utility providers and executory contract counterparties to the Debtors, are affiliated with an entity that is the previous employer of a current AlixPartners employee. DTE Energy is an executory contract counterparty to a former APS client in matters unrelated to the Debtors and their affiliates.
- Duke Energy, a utility provider and strategic alliance party to the Debtors, is a creditor, director affiliated company and executory contract counterparty to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Eaton Vance Cdo IX Ltd, Eaton Vance Cdo VIII Ltd, Eaton Vance Cdo X PLC, Eaton Vance Fltg Rt Inc Tr, Eaton Vance Grayson & Co, Eaton Vance Instl Sr Ln Fd, Eaton Vance Loan Opp Fd Ltd, Eaton Vance Ltd Duration Inc Fund, Eaton Vance Medallion Floating, Eaton Vance Senior Inc Tr, Eaton Vance Sht Dur Div Inc Fd, Eaton Vance Sr Debt Pf, Eaton Vance Sr Debt Pf, Eaton Vance Sr Fltg Rt Tr and Eaton Vance Sr Inc Tr (collectively, "Eaton Vance"), lenders to the Debtors, and affiliated entities are lenders, creditors and bondholders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Eaton Vance was part of a bank group for which AlixPartners performed services, in matters unrelated to the Debtors and their affiliates.
- EDS LLC, a utility provider to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. EDS is an adverse party and vendor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. EDS is the previous employer of current AlixPartners employees.
- E.I. DuPont GP, DuPont Automotive, Dupont Safety & Protection and Dupont Coatings & Color Technologies Group (collectively, "DuPont"), directors affiliated companies to the Debtors, are affiliated with an entity that is a former client of AlixPartners in matters unrelated to the Debtors and their affiliates. DuPont is a creditor, vendor, executory contract counterparty and adverse party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. DuPont is the previous employer of current AlixPartners employees.
- Entergy, a utility provider to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ericsson Inc., Ericsson LM Telephone Co., Ericsson NV/SA, Ericsson SpA and Ericsson Telecomunicacoes S.A. (collectively, "Ericsson"), director affiliated companies to the Debtors, are affiliated with an entity that is a client related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ernst & Young LLP ("E&Y"), New York, a professional in interest in this bankruptcy matter and director affiliated company to the Debtors, is an adverse party, vendor and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. E&Y is a vendor to AlixPartners and previously employed

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several current AlixPartners employees. E&Y is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Erskine Bowles, a current member of the GM Board of Directors, was a former consultant to AlixPartners, but this role has terminated. These positions did not overlap. Mr. Bowles completed his service with AlixPartners over two years ago. He has no financial interest in AlixPartners and, to the best of our knowledge, has no financial interest or connection with any of AlixPartners' clients.
- Evergreen Core Plus Bd Fd, Evergreen Hi Yld Bd Tr, Evergreen High Income Fund, Evergreen Inc Adv Fd, Evergreen Multi-Sector Income, Evergreen Utly & Hi Inc Fd and Evergreen Va High Income Fd (collectively, "Evergreen"), lenders to the Debtors, are affiliated to an entity that is a related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Fannie Mae, a director affiliated company to the Debtors, is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Federal Trade Commission, a government authority in this bankruptcy matter, is the previous employer of a current AlixPartners employee.
- Federal Mogul Corporation, a supplier to the Debtors, is a current client of AlixPartners in matters unrelated to the Debtors and their affiliates. In addition, Federal Mogul previously employed a current AlixPartners employee.
- FIAT – GM Powertrain B.V., FIAT – GM Powertrain Polska Sp. z.o.o., Fiat Partecipazioni S.p.A. and Fiat-GM Powertrain Polska Sp Z o.o. (collectively, "FIAT"), joint venture parties and entities in which the Debtors own an equity interest, are affiliated with an entity that is the previous employer of a current AlixPartners employee. FIAT is a customer to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Fiat is also a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Fidelity Advr Sr I-Advr Hi In, Fidelity Advr Sr II-Advr Strt, Fidelity American Hi Yld Fd, Fidelity Ballyrock Clo II, Fidelity Ballyrock Clo III, Fidelity Canadian Asset All, Fidelity Cip LLC:Fid Fl Rate, Fidelity Management & Research Co., Fidelity Management & Research Company, Fidelity Puritan Tr-Puritan Fd, Fidelity Sch St Tr-Strt Inc Fd, Fidelity Summer St Tr-Cap & In and Fidelity Summer St-Cap & Inc Fd, (collectively, "Fidelity"), lenders, bondholders and shareholders to the Debtors, are affiliated with an entity that is a vendor to AlixPartners. In addition, Fidelity and affiliated entities are also lenders, lessors, adverse parties, director affiliated companies, executory contract counterparties, customers, lessees, bondholders and shareholders of current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Fidelity is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

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- Fifth Third Bank, a lender to the Debtors, is a bondholder, creditor, lender, lessor and adverse party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Fifth Third Bank is a member in a bank group for which AlixPartners performed services in matters unrelated to the Debtors and their affiliates. Fifth Third Bank is a client-related party and a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- First Chicago NBD, a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- First Union Corporation ("FU"), a director affiliated company to the Debtors, is a lender, limited partner, bondholder and director affiliated company to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Ford Motor Company ("Ford Motor"), a director affiliated company, competitor and strategic alliance party to the Debtors, and affiliated entities are customers, lenders, adverse parties, vendors, plaintiffs and client litigants to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Ford Motor is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Fortress Cr Invs I Ltd and Fortress Cr Invs II Ltd ("Fortress"), lenders to the Debtors, and affiliates are former clients of AlixPartners and/or APS in matters unrelated to the Debtors and their affiliates. Additionally, Fortress is a lender and shareholder to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Franklin Advisors, a bondholder to the Debtors, is a shareholder, creditor, co-plaintiff and lender to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- General Electric Capital Corporation, General Electric Co., GE Asset Management Inc., GE Capital, GE Capital Consumer Financial Services, GE Card Services, GE Commercial Finance, GE Corporate Financial Services, GE Fleet Services of GE Commercial Finance and GE Insurance Solutions (collectively, "GE"), bondholders, director affiliated companies, creditors, and lenders to the Debtors, are creditors, customers, lenders, vendors, litigation parties, adverse parties, lessors and bondholders of current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. GE is a client-related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. General Electric Capital Corporation is the previous employer of a current AlixPartners employee.
- GM or its affiliated entities are creditors, adverse parties, shareholders, vendors, bondholders, customers and lenders to current and former clients of APS and/or AlixPartners.

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- GMPT (General Motors Powertrain Europe), a division of a non-debtor affiliate of Debtors, is a current client of AlixPartners or its affiliates, providing consulting services to GMPT in matters that are not directly related to the restructuring of the Debtors.
- General Motors Corporation is the previous employer of numerous current AlixPartners employees.
- GMAC, GMAC Auto Lease Payment Corp., GMAC Auto Lease Purchase Corporation, GMAC Banque, GMAC Holding S.A. De C.V. and GMAC LLC (collectively, "GMAC"), customers, strategic alliance parties and equity interest parties to the Debtors, are former AlixPartners clients in matters unrelated to the Debtors and their affiliates. GMAC is an adverse party, creditor and lender to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. GMAC is the previous employer of a current AlixPartners employee.
- GMAM Investment Funds Trust and GMAM Real Estate I, LLC are lenders and equity interest parties to the Debtors. GMAM Investment Funds Trust is a related party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Goldentree Ln. Opportunities III Ltd. and Goldentree Ln. Opportunities IV Ltd., lenders to the Debtors, are professionals in interests and lenders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Goldman Sachs, Goldman Sachs Cr Parts LP, Goldman Sachs Group Inc., Goldman Sachs Group Inc. and Goldman Sachs-Abs Loans 2007 L (collectively, "Goldman Sachs"), lenders, director affiliated companies, professionals in interest and investment bankers to the Debtors, are affiliated with an entity that is a former client of AlixPartners as well as lenders, litigants, lessees, bondholders, professionals in interest and shareholders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Additionally, Goldman Sachs is the previous employer of current AlixPartners employees.
- Goodyear Tire & Rubber, a creditor to the Debtors, is a creditor to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Goodyear Tire & Rubber is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Graduate School of Business at the University of Chicago, a director affiliated company to the Debtors, is an affiliate to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, The University of Chicago, is a bondholder to a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Great American, an insurance provider to the Debtors, is affiliated with entities that are vendors, related parties, executory contract counterparties and adverse parties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.

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- Hartford Fltng Rt Fd and Hartford-Fltg Bk Ln Sr Of Hart, lenders to the Debtors, are affiliated to entities that are creditors, bondholders, lenders, vendors, executory contract counterparties and adverse parties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Hayes Lemmerz is a current client of APS, and Kevin Carmody of APS is acting as Chief Restructuring Officer of Hayes Lemmerz. APS is not involved, however, in customer negotiations or other issues related to GM. To alleviate any potential conflict concerns, APS has placed an information barrier between Hayes Lemmerz and GM. In addition, separate engagement teams have been established with instructions to make certain no information is shared between engagement teams.
- Haynes and Boone, a professional in interest in this bankruptcy matter, was a member of a creditors' committee for which AlixPartners worked, as well as client professional and vendor to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Haynes and Boone is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Heidrick & Struggles, a directors affiliated company to the Debtors, is a professional in interest to a former APS client and a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Hertz Corporation, a customer to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Hertz Corporation is a litigation party and executory contract counterparty to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Hertz Corporation is a contract vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Hewlett-Packard ("HP"), a creditor and lender to the Debtors, is a lender, vendor, adverse party and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. HP is the previous employer of a current AlixPartners employee.
- Highland Credit Opp CDO Ltd, Highland Floating Rate Fund, Highland Offshore Ptnrs LP and Highland-Pac Sel Fd Fltg Rt Ln, (collectively, "Highland"), lenders to the Debtors, are lenders to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, Highland Capital, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Highland Capital, is the previous employer of a current AlixPartners employee.
- Honda, a competitor to the Debtors, and its affiliated entities are customers, creditors, vendors, co-defendants and adverse parties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Honigman Miller Schwartz and Cohn, a professional in interest to the Debtors, is a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Honigman Miller Schwartz and Cohn is a professional in interest and client

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counsel to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates, and is also a vendor to AlixPartners and/or APS.

- Houlihan Lokey (“Houlihan”), a professional in interest in this bankruptcy matter, is a professional in interest and investment banker to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Houlihan is an affiliate of a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- HSBC Finance Corp. and HSBC Financial Corp., (“HSBC”), lenders and strategic alliance parties to the Debtors, are lenders, creditors, indenture trustees and related parties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. HSBC is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates.
- Hughes Electronics Corporation, a director affiliated company to the Debtors, is a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- ING Bank, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. ING affiliated entities were lenders, noteholders, creditors, bondholders, lessors and bank steering committee members to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Jack Smith, former chairman of GM, was a member of the AlixPartners’ Advisory Board. Mr. Smith completed his service with AlixPartners over two years ago. He has no financial interest in AlixPartners and, to the best of our knowledge, has no financial interest or connection with any of AlixPartners’ clients.
- Jenner & Block, a professional in interest in this bankruptcy matter, is an adverse party and client counsel to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Jenner & Block is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Jerome B. York, a former director to the Debtors, was an officer to a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Johnson Controls, a creditor to the Debtors, is a creditor and director affiliated company to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Johnson Controls is the previous employer of a current AlixPartners employee.
- Jones Day, a professional in interest in this bankruptcy matter, is client counsel to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Additionally, Jones Day was counsel to the Creditors’ Committee of a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Jones Day is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.

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- JP Morgan Chase, JP Morgan Whitefriars Inc, JPMorgan Chase & Co and JPMorgan Chase Bank (collectively, "JP Morgan"), lenders, professionals in interest and creditors to the Debtors, are affiliated with entities that are lenders, shareholders, vendors, bondholders and creditors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. JP Morgan affiliated entities previously employed several current AlixPartners employees.
- KeyBank National Association, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. In addition, KeyBank National Association is a creditor and lender to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Kirkland & Ellis LLP, a professional in interest in this bankruptcy matter, is counsel, adverse counsel and professional in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Kirkland & Ellis is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. AlixPartners is a client of Kirkland & Ellis in matters unrelated to the Debtors and their affiliates.
- Kodak, a director affiliated company to the Debtors, and affiliates are adverse parties and executory contract counterparties to former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Affiliated entities are current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates.
- Kohlberg Kravis Roberts & Company ("KKR"), a director affiliated company to the Debtors, and affiliates are lenders, shareholders and creditors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. KKR is a client related party and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- KPMG LLP, a professional in interest in this bankruptcy matter, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. KPMG is a professional in interest, adverse party and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Additionally, KPMG previously employed several current AlixPartners employees.
- Lazard Group LLC and Lazard Ltd ("collectively, "Lazard"), professionals in interest in this bankruptcy matter and director affiliated companies to the Debtors, are creditors and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Lazard was a client through membership in a creditor's committee to a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Lazard Freres, is the previous employer of a current AlixPartners employee.
- Lear Corporation ("Lear"), a creditor to the Debtors, is a customer and litigation party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Lear is a former AlixPartners client in matters unrelated to the

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Debtors and their affiliates. Lear is the previous employer of a current AlixPartners employee.

- Lehman Brothers Asset Management Inc, Lehman Brothers First Trust, Lehman Brothers High Income and Lehman Brothers (collectively, "Lehman Brothers"), shareholders, bondholders and lenders to the Debtors, are bondholders, shareholders and lenders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Lehman Brothers previously employed a current AlixPartners employee. Lehman Brothers provided investment banking services to AlixPartners and affiliated entities. Lehman Brothers is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Lloyds, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate is a creditor, lender, insurer, litigation party, executory contract counterparty and adverse party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- M&T Bank, a lender to the Debtors, is a related party to a current AlixPartners client in matter unrelated to the Debtors and their affiliates.
- Magna International, a creditor to the Debtors, and affiliated entities are former AlixPartners clients in matters unrelated to the Debtors and their affiliates. An affiliate of Magna Entertainment is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. In addition, an affiliate of Magna International, Magna PowerTrain, is a customer to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Marathon CLO I, Marathon CLO II Ltd and Marathon Financing I B V (collectively, "Marathon"), lenders to the Debtors, and affiliated entities are bondholders, significant shareholders and executory contract counterparties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Affiliated entities are current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Marsh Inc., an insurance provider to the Debtors, is affiliated with an entity that is a creditor and vendor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, Marsh & McLennan, is a vendor to AlixPartners.
- MCI and MCI Worldcom ("MCI"), utility providers to the Debtors, and affiliated entities are creditors, litigation counterparties, executory contract counterparties and vendors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. MCI is a former client of APS in matters unrelated to the Debtors and their affiliates. Verizon is a vendor to AlixPartners.
- Merrill Lynch & Co., Inc., Merrill Lynch Bank, Merrill Lynch Canada Finance Company, Merrill Lynch Cap Serv Inc, Merrill Lynch International & Co Cv, Merrill

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Lynch International Limited, Merrill Lynch Preferred Capital Trust I, Merrill Lynch Preferred Capital Trust II, Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV, Merrill Lynch Preferred Capital Trust V, Merrill Lynch Preferred Capital Trust VI, Merrill Lynch Preferred Funding I LP, Merrill Lynch Preferred Funding II LP, Merrill Lynch Preferred Funding III LP, Merrill Lynch Preferred Funding IV LP, Merrill Lynch Preferred Funding V LP and Merrill Lynch Pierce Fenner & Smith (collectively, "Merrill Lynch"), director affiliated companies, professionals in interest, lenders and investment bankers to the Debtors, are affiliated with entities that are current and former clients of AlixPartners, as well as lenders, bondholders, shareholders, limited partners, adverse parties and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Merrill Lynch is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Merrill Lynch is the previous employer of current AlixPartners employees.

- Metaldyne Corporation, a supplier to the Debtors, is a current AlixPartners client in that AlixPartners is providing financial advisory services in connection with Metaldyne Corporation's chapter 11 bankruptcy proceeding. AlixPartners is not assisting Metaldyne Corporation with any negotiations or other issues involving GM. To alleviate any potential conflict concerns, AlixPartners has placed an information barrier between Metaldyne Corporation and GM. In addition, separate engagement teams have been established with instructions to make certain no information is shared between engagement teams.
- Microsoft Global Finance ("Microsoft"), a lender to the Debtors, is a vendor, lender, and customer to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Microsoft is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Minnesota Mining & Manufacturing, a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Mizuho Corporate Bank, a lender to the Debtors, is a lender, creditor, and client professional to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, Mizuho Corporate Bank previously employed a current AlixPartners employee.
- Morgan Lewis and Bockius, a professional in interest in this bankruptcy matter, is opposing counsel, lender and professional in interest to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Morgan Lewis and Bockius is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. The spouse of a current AlixPartners employee, is a partner at Morgan, Lewis & Bockius, in matters unrelated to this bankruptcy matter. The spouse is not working on this bankruptcy matter.
- Morgan Stanley, Morgan Stanley & Co. Incorporated, Morgan Stanley and Co. and Morgan Stanley Sr Fd Inc (collectively, "Morgan Stanley"), professionals in interest in

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this bankruptcy matter, bondholders, director affiliated companies and lenders to the Debtors, are lenders, bondholders, creditors, shareholders and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Morgan Stanley is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Morgan Stanley is the previous employer of a current AlixPartners employee.

- Motorola Inc. ("Motorola"), a director affiliated company to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Motorola is a creditor, customer and related party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Motorola is the previous employer of current AlixPartners employees.
- National City Bank, a lender to the Debtors, is affiliated with an entity that is a former AlixPartners client in a matter unrelated to the Debtors and their affiliates. National City Bank is a member of a bank group for which AlixPartners performed services in matters unrelated to the Debtors and their affiliates and is a lender to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- National Union ("NU"), an insurance provider to the Debtors, is affiliated with entities that are limited partners, litigation counterparties, adverse parties, lenders and bondholders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. NU has also provided various types of insurance to AlixPartners in matters unrelated to the Debtors and their affiliates.
- New York State Common Retirement Fund, a shareholder to the Debtors, is a joint venture party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Nordic Capital, a limited partner with the Debtors in various investment fund vehicles, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Northern Trust Company, Northern Trust Company Securities Lending and Northern Trust Investments, N.A. (collectively, "Northern Trust"), lenders, bondholders and shareholders to the Debtors, are bondholders and lenders to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Northern Trust Company is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Oak Hill Cr Part III, Oak Hill Cr Partners IV, Oak Hill Credit Partners V Ltd and Oak Hill Credit Ptnrs II Ltd (collectively, "Oak Hill"), lenders to the Debtors, and affiliated entities were creditors, bondholders and lenders to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, Oak Hill Advisors, is the parent of a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

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- Oaktree - Emp Ret Fd City Of D, Oaktree - Gen Brd Pen Hlth Bnf, Oaktree - High Yield LP, Oaktree - Intl Paper Co Comngl, Oaktree - Pac Gas & Elec Post, Oaktree Cap Mgmt-Hi Yld Tr, Oaktree Capital Management LLC, Oaktree Loan Fund 2x (Cay) LP, Oaktree Loan Fund, L.P., Oaktree-Bill & Melinda Gates, Oaktree-DaimlerChrysler Corp M, Oaktree-High Yield Fd II LP, Oaktree-San Diego Cty Emp Ret and Oaktree-Tmct (collectively, Oaktree”), lenders, competitors and bondholders to the Debtors, are affiliated with entities that were adverse parties to a former AlixPartners client in a litigated matter as well as bondholders and lenders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Oaktree-DaimlerChrysler, a former affiliation of Chrysler, LLC, is the previous employer of a current AlixPartners employee.
- Oppenheimer Sr Fltg Rt Fd, a lender to the Debtors, and affiliated entities are lenders, bondholders and professionals in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, Oppenheimer & Co., is the previous employer of a current AlixPartners employee.
- Pacific Gas & Electric (“PG&E”), a utility provider to the Debtors, is an executory contract counterparty, adverse party and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. In addition, PG&E was a member of the creditors committee to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Panamsat Corporation, a director affiliated company to the Debtors, is an affiliate to a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Paul Weiss Rifkind & Garrison, a professional in interest in this bankruptcy matter, is clients’ legal counsel and opposing counsel to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Paul Weiss Rifkind & Garrison is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.
- Peco Energy Services, a utility provider to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Peco Energy is a vendor to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Penske Automotive Group, Inc., Penske Corporation and Penske Logistics, creditors, customers and executory contract counterparties to the Debtors, are joint venture parties to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. An affiliate, Penske Performance Transportation, is the previous employer of a current AlixPartners employee.
- Peregrine, Inc. became a client in 1998. Peregrine was a significant supplier to GM. The stock of Peregrine was acquired by an affiliate of AlixPartners with the support of GM. Peregrine’s working capital funding was provided by GM. GM also provided an

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indemnification and guaranty to AlixPartners. AlixPartners currently has no claims against GM in connection with the indemnification and guaranty.

- Peugeot S.A., a creditor to the Debtors, is an affiliate to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Pfizer, Pfizer Foundation, Pfizer Global Pharmaceuticals and Pfizer Human Health, director affiliated companies to the Debtors, are affiliated with entities that are potential acquirers, adverse parties, customers, executory contract counterparties and related parties to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- PNC Leasing LLC ("PNC"), an executory contract counterparty to the Debtors, is a bondholder, lender, significant shareholder and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. PNC is a current and former AlixPartners and/or APS client and is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. PNC is the previous employer of a current AlixPartners employee.
- PricewaterhouseCoopers LLP ("PWC"), a professional in interest in this bankruptcy matter, is a professional in interest, opposing counsel and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. PWC is the auditor for AlixPartners and provides audit, tax and related consulting services. PWC is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. PWC is the previous employer of a number of current AlixPartners employees.
- Qwest, a utility provider to the Debtors, is a customer, vendor, related party, litigant, and executory contract counterparty to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Qwest is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Richards Layton & Finger, a professional in interest in this bankruptcy matter, was counsel to former AlixPartners clients in matters unrelated to the Debtors and their affiliates and is counsel to AlixPartners in matters unrelated to the Debtors and their affiliates. Richards Layton & Finger is also a professional in interest to a current AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Richards Layton & Finger provides legal services to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Robert A. Lutz, an officer to the Debtors, is an officer, director and significant shareholder to a former AlixPartners and/or APS client in matters unrelated to this bankruptcy matter.
- Rockwood Holdings Inc. and Rockwood Specialties Group Inc. are strategic alliance parties to the Debtors. Rockwood Holdings Inc is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

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- Rothschild LLP, a professional in interest in this bankruptcy matter, is a professional in interest, bondholder and related party to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Rothschild LLP is a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Royal Bank of Scotland, a lender to the Debtors, is a lender and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Royal Bank of Scotland is an executory contract counterparty to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Ryder Logistics, a creditor to the Debtors, is an affiliate to a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Ryder affiliated entities were vendors, lessors and creditors to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Sankaty Cr Opps Off Mtr IV LP, Sankaty Credit Opp IV LP, Sankaty High Yield Part II LP and Sankaty Hy Part III LP (collectively, "Sankaty"), lenders to the Debtors, are lenders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- SBC and SBC Internet Services ("SBC"), utility providers to the Debtors and affiliated entities, are vendors, creditors, executory contract counterparties, related parties and lessors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. SBC is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Sara Lee Corp., a director affiliated company to the Debtors, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Shell Energy North America, Shell Energy Canada and Shell Hydrogen B.V., (collectively, "Shell"), utility providers and strategic alliance parties to the Debtors, are affiliated with an entity that is a former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. An affiliate, Shell Oil, is a creditor and vendor to current AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Simpson Thacher & Bartlett, a professional in interest in this bankruptcy matter, is opposing counsel and client professional to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Simpson Thacher & Bartlett is counsel to Hellman & Friedman LLC as well as to its affiliated private equity funds, including the funds that hold a controlling stake in AlixPartners. Simpson Thacher & Bartlett is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. In addition, Simpson Thacher & Bartlett provides services to AlixPartners.
- Skadden, Arps, Slate, Meagher & Flom, a professional in interest in this bankruptcy matter, is a professional in interest and client counsel to current and former AlixPartners

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and/or APS clients in matters unrelated to the Debtors and their affiliates. Skadden, Arps, Slate, Meagher & Flom, is a current and former AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates.

- Societe Generale, a lender to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Sonnenschein Nath & Rosenthal, a professional in interest in this bankruptcy matter, is a creditor, adverse party and professional in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Sonnenschein Nath & Rosenthal is the previous employer of a current AlixPartners employee.
- Southern California Edison, a utility provider to the Debtors, is a joint venture entity to a current AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. Southern California Edison is an insurance provider and creditor to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Sprint, a utility provider to the Debtors, is a creditor, vendor and executory contract counterparty to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate of Sprint is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- SunTrust Leasing Corporation, an executory contract counterparty to the Debtors, is affiliated with entities that are creditors, bondholders, lenders and indenture trustees to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, SunTrust Bank, is a related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Suzuki, Suzuki Motor Corp. and Suzuki Motor Corporation, executory contract counterparties, strategic alliance parties, competitors, joint venture parties and miscellaneous equity interest parties to the Debtors, are affiliates to current AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Tenneco Automotive, a creditor to the Debtors, is affiliated with entities that are co-defendants, customers and vendors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Tenneco Automotive is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Tenneco Automotive is the previous employer of a current AlixPartners employee.
- Texas Instruments, a director affiliated company to the Debtors, is a client related party and a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Texas Instruments is the previous employer of a current AlixPartners employee.
- Thomas H. Lee Partners, L.P., an investment as a limited partner to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

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- Time Warner Telecom, a utility provider to the Debtors, and affiliated entities, are litigation parties, vendors, adverse parties, creditors and director-affiliated companies to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, America On-Line, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Toyota Motor Corporation ("Toyota"), a competitor, strategic alliance party and executory contract counterparty to the Debtors, and affiliated entities are customers, creditors, vendors and lenders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Toyota is the previous employer of a current AlixPartners employee.
- TRW Automotive Holdings Corporation, a creditor to the Debtors, is a customer and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. An affiliate, TRW Inc., is the previous employer of a current AlixPartners employee.
- U.S. Bank Card Services, a wholly owned subsidiary of U.S. Bank ("US Bank"), a director affiliated company to the Debtors, is a lender, creditor, indenture trustee and bondholder to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. US Bank is a client-related party to a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- UBS AG, UBS AG London, UBS Global Asset Management (US) Inc. and UBS Securities LLC (collectively, "UBS"), lenders, bondholders and investment bankers to the Debtors, are creditors, customers, director affiliated companies, lenders, lessors and bondholders to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. UBS is the previous employer of a current AlixPartners employee.
- The United States Department of Justice ("DOJ"), a government agency to the Debtors, is a current and former client of AlixPartners in matters unrelated to the Debtors and their affiliates. The DOJ has also been an adverse party and customer to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Union Pacific Railroad, a creditor and director affiliated company to the Debtors, is a creditor, customer, adverse party and lessor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Union Pacific Railroad is the previous employer of a current AlixPartners employee.
- Van Kampen Asset Management, a shareholder to the Debtors, is affiliated with entities that are former AlixPartners clients as well as lenders, bondholders, and retained professionals to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- VeraSun Energy Corporation, a strategic alliance party to the Debtors, is a current APS client in matters unrelated to the Debtors and their affiliates.

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- Verizon Business and Verizon Communications (collectively, "Verizon"), utility providers to the Debtors, are former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Other Verizon affiliated entities are creditors, executory contract counterparties and vendors to several current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Verizon is a vendor to AlixPartners.
- Vestar Capital Partners, an investment party as a limited partner to the Debtors, is a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Visant Corporation, Visant Holding Corporation and Visant Secondary Holdings Corporation, director affiliated companies to the Debtors, are affiliated to an entity that is the parent to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Wachovia Bank ("Wachovia"), a director affiliated company to the Debtors, is a lender, bondholder, creditor, adverse party, co-defendant and professional in interest to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Wachovia is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Weil, Gotshal & Manges LLP, a professional in interest in this bankruptcy matter, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. AlixPartners is a client of Weil, Gotshal & Manges, LLP in matters unrelated to the Debtors and their affiliates.
- Wellington Management Company, a bondholder to the Debtors, is the previous employer of a current AlixPartners employee. Wellington Management Company was a lender, bondholder and shareholder to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- Wells – 13702900, Wells – 13823100, Wells – 14945000, Wells – 16017000, Wells 16463700 La Dept W&Pwr Em, Wells 16959700-Jh Hi Yld, Wells 16959701-John Hancock In, Wells Cap Mgmt – 13923601, Wells Cap Mgmt 12222133 and Wells Cap Mgmt 1886650 (collectively, "Wells Fargo"), lenders to the Debtors, are affiliated entities to a former client of AlixPartners through membership in a bank group for which AlixPartners performed services in matters unrelated to the Debtors and their affiliates. Other Wells Fargo affiliated entities are lenders, creditors, lessors, bondholders, indenture trustees and vendors to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Wells Fargo is a related party to a current AlixPartners client and a vendor to AlixPartners, in matters unrelated to the Debtors and their affiliates. Wells Fargo is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates.
- WestLB AG, a lender to the Debtors, is a lender to a current AlixPartners and/or APS client in matters unrelated to the Debtors and their affiliates. WestLB AG, is a joint

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venture party to a former AlixPartners client in matters unrelated to the Debtors and their affiliates.

- Western Asset Management, a bondholder to the Debtors, is a lender and creditor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Western Asset Management is a client related party to a current APS client in matters unrelated to the Debtors and their affiliates.
- White & Case, a professional in interest in this bankruptcy matter, is a professional in interest to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. White & Case is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. White & Case is also a vendor to AlixPartners in matters unrelated to the Debtors and their affiliates.
- Wilmington Trust Company, a creditor, indenture trustee and executory contract counterparty to the Debtors, is a bondholder, creditor, lessor and indenture trustee to former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates. Wilmington Trust Company is a current AlixPartners client in matters unrelated to the Debtors and their affiliates.
- Xerox Corporation, a director affiliated company to the Debtors, is a current and former AlixPartners client in matters unrelated to the Debtors and their affiliates. Xerox is an adverse party, lessee, customer and vendor to current and former AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.
- XM Satellite Radio Holdings and XM Satellite Radio, Inc. ("XM"), customers, strategic alliance parties and equity interest parties to the Debtors, are affiliates to a current AlixPartners client in matters unrelated to the Debtors and their affiliates. XM is a co-defendant and director affiliated company to current AlixPartners and/or APS clients in matters unrelated to the Debtors and their affiliates.



SCHEDULE 3

INSURANCE PROGRAM

Company D&O policies

2007-2009

Primary carrier: AIG/American International Specialty Lines Insurance Company

Primary carrier policy number: 480-99-87 Limit: \$485-500 million, depending on policy period

Tail policy to 2007-09 D&O policy (Tail policy to become effective December 15, 2009; policy period through December 15, 2015)

Primary carrier: AIG/American International Specialty Lines Insurance Company

Primary carrier policy number: 480-99-87 Limit: \$325 million

DIP D&O policy

D&O Policies which shall be obtained from the same carrier, or a similar world-wide carrier, as the policies listed above and which, except for having a Limit of Liability of \$50 million or such other amount as approved by the Bankruptcy Court, shall have coverage terms and conditions that essentially "follows form" of such policies (including endorsements 13, 14, and 15 thereto)

AP SERVICES, LLC
GENERAL TERMS AND CONDITIONS

These General Terms and Conditions ("Terms") are incorporated into the Agreement between the Company and APS to which these Terms are attached. In case of conflict between the wording in the letter and/or schedule(s) and these Terms, the wording of the letter and/or schedule(s) shall prevail.

Section 1. Company Responsibilities.

The Company will undertake responsibilities as set forth below:

1. Provide reliable and accurate detailed information, materials, documentation and
2. Make decisions and take future actions, as the Company determines in its sole discretion, on any recommendations made by APS in connection with this Agreement.

APS' delivery of the services and the fees charged are dependent on (i) the Company's timely and effective completion of its responsibilities; and (ii) timely decisions and approvals made by the Company's management. The Company shall be responsible for any delays, additional costs or other deficiencies caused by not completing its responsibilities.

Section 2. Retainer, Billing and Payments.

Retainer and Billing. APS will submit monthly invoices for services rendered and expenses incurred and will offset such invoices against the Retainer. Unless explicitly stated in the invoice, all amounts invoiced are not contingent upon or in any way tied to the delivery of any reports or other work product in the future. Payment will be due within 15 calendar days after receipt of the invoices to replenish the Retainer to the agreed-upon amount. Any unearned portion of the Retainer will be returned to the Company at the termination of the engagement.

Payments. All payments to be made by the Company to APS shall be payable upon receipt of invoice via wire transfer to APS' bank account, as follows:

Receiving Bank:	Comerica Bank
	ABA #072000096
Receiving Account:	AP Services, LLC
	A/C #1851-765410
Currency:	USD

Section 3. Relationship of the Parties.

The parties intend that an independent contractor relationship will be created by the Agreement. As an independent contractor, APS will have complete and exclusive charge of the management and operation of its business, including hiring and paying the wages and other compensation of all its employees and agents, and paying all bills, expenses and other charges incurred or payable with respect to the operation of its business. Of course, neither the Temporary Staff nor APS will be entitled to receive from the Company any vacation pay, sick leave, retirement, pension or social security benefits, workers' compensation, disability, unemployment insurance benefits or any other employee benefits. APS will be responsible for all employment, withholding, income and

other taxes incurred in connection with the operation and conduct of its business.

Nothing in this agreement is intended to create, nor shall be deemed or construed to create a fiduciary or agency relationship between APS and the Company or its Board of Directors.

Section 4. Confidentiality.

APS shall keep confidential all non-public confidential or proprietary information obtained from the Company during the performance of its services hereunder (the "Information"), and neither APS nor the Temporary Staff will disclose any Information to any other person or entity. "Information" includes non-public confidential and proprietary data, plans, reports, schedules, drawings, accounts, records, calculations, specifications, flow sheets, computer programs, source or object codes, results, models or any work product relating to the business of the Company, its subsidiaries, distributors, affiliates, vendors, customers, employees, contractors and consultants.

The foregoing is not intended to prohibit, nor shall it be construed as prohibiting, APS from making such disclosures of Information that APS reasonably believes is required by law or any regulatory requirement or authority, or to clear client conflicts. APS may make reasonable disclosures of Information to third parties in connection with the performance of APS' obligations and assignments hereunder. In addition, APS will have the right to disclose to any person that it provided services to the Company or its affiliates and a general description of such services, but shall not provide any other information about its involvement with the Company.

The Company acknowledges that all information (written or oral), including advice and Work Product (as defined in Section 5), generated by APS and the Temporary Staff in connection with this engagement is intended solely for the benefit and use of the Company (limited to its management and its Board of Directors) in connection with the transactions to which it relates. The Company agrees that no such information shall be used for any other purpose or reproduced, disseminated, quoted or referred to with attribution to APS at any time in any manner or for any purpose without APS' prior approval except as required by law.

Because of the nature of the services provided by AlixPartners, from time to time, separate teams of AlixPartners professionals may concurrently represent clients that are adverse to each other, or which may be viewed by clients to be adverse. Despite any such concurrent representation, each AlixPartners team shall strictly preserve all client confidences, and not disseminate such information externally, except pursuant to the terms of this engagement letter, or to any AlixPartners professionals that are currently working for an entity adverse to the Company. The Company agrees that it does not consider

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such concurrent representation of the Company and any adversary by separate AlixPartners teams to be inappropriate and, therefore, waives any objections to any such present or future concurrent representation.

Section 5. Intellectual Property.

All methodologies, processes, techniques, ideas, concepts, know-how, procedures, software, tools, writings and other intellectual property that APS has created, acquired or developed prior to the date of this Agreement are, and shall remain, the sole and exclusive property of APS, and the Company shall not acquire any interest therein. APS shall be free to use all methodologies, processes, techniques, ideas, concepts, know-how, procedures, software, tools, writings and other intellectual property that APS may create or develop in connection with this engagement, subject to its duty of confidentiality to the extent that the same contain information or materials furnished to APS by the Company that constitute Information referred to in Section 4 above. Except as provided above, all information, reports, materials, software and other work product that APS creates or develops specifically for the Company as part of this engagement (collectively known as "Work Product") shall be owned by the Company and shall constitute Information referred to in Section 4 above. APS may retain copies of the Work Product subject to its obligations under Section 4 above.

Section 6. Framework of the Engagement.

The Company acknowledges that it is retaining APS to provide the Temporary Staff solely to assist and advise the Company as described in the Agreement. This engagement shall not constitute an audit, review or compilation, or any other type of financial statement reporting engagement.

Section 7. Indemnification and Other Matters.

To the fullest extent as would be permitted for the Company's officers under the Delaware General Corporation Law and the Company's bylaws and procedures, the Company shall indemnify, hold harmless and defend APS and its affiliates and its and their partners, directors, officers, employees, and Temporary Staff (collectively, the "indemnitees") from and against all claims, liabilities, losses, expenses and damages to the extent of the most favorable indemnities provided by the Company to any of its officers, which shall be primary and any similar obligations of APS, its affiliates and insurers to the indemnitees for the same claims, liabilities, losses, expenses and damages shall be secondary, provided, however, that to the extent any matter for which indemnification is called for hereunder arises while the Company is under the protection of the Bankruptcy Code, indemnification of APS personnel who are not directors or officers of the Company shall be subject to the approval of the Bankruptcy Court. To the fullest extent as would be permitted for the Company's officers under the Delaware General Corporation Law and the Company's bylaws and procedures, the Company shall pay damages and expenses as incurred, including reasonable legal fees and disbursements of counsel. However, to the extent any

matter for which indemnification is called for hereunder arises while the Company is under the protection of the Bankruptcy Code, indemnitees acknowledge that the Company's ability to pay damages and expenses may be limited by the Bankruptcy Court. In addition, the Company shall pay the costs of APS' professional time (APS' professional time will be reimbursed at APS' rates in effect when such future time is required), relating to or arising out of the engagement, including any legal proceeding in which an indemnitee may be required or agree to participate but in which it is not a party. At their own expense (unless the Company and indemnitee, in good faith, jointly believe that there is a conflict), the indemnitees may, but are not required to, engage separate counsel of their choice in connection with any of the matters to which this indemnification agreement relates.

The Company shall specifically include and cover, as a benefit for their protection, Temporary Staff serving as directors or officers of the Company, subsidiaries or affiliates from time to time (the "Covered Individuals") under the Company's policy for directors' and officers' ("D&O") insurance in place at the applicable time, and as further described on Schedule 3 hereto (the "Insurance Program"), which shall be specifically primary to any other valid and collectible insurance that may apply to the Covered Individuals for the same claims, liabilities, losses, expenses and damages. The definition of subsidiaries or affiliates in the previous sentence shall not be greater than that provided in the Company's D&O insurance coverage. The Covered Individuals acknowledge and agree that the standard of conduct each must satisfy in order to be afforded the protections and benefits afforded by coverage under any Company D&O insurance policy shall be that provided for under the terms of such policy. The Company will maintain D&O insurance coverage in accordance with the Insurance Program. The Company disclaims a right to distribution from the D&O insurance coverage with respect to the Covered Individuals. In the event that the Company does not obtain or fund payments required by any of the Company's policies that comprise the Insurance Program, APS may, at its option, attempt to purchase a separate D&O policy that will cover the Covered Individuals only and that will have no more than \$50 million of coverage. The cost of same shall be invoiced to the Company as an out-of-pocket cash expense. If APS is unable to purchase such D&O insurance, then APS reserves the right to terminate the Agreement.

APS is not responsible for any third-party products or services. The Company's sole and exclusive rights and remedies with respect to any third party products or services are against the third-party vendor and not against APS, whether or not APS is instrumental in procuring the third-party product or service.

APS shall not be liable to the Company except for actual damages resulting from bad faith, self-dealing, intentional misconduct or gross negligence, and notwithstanding anything to the contrary in this Section 7, the Company shall not be liable for indemnification against any claim, liability, loss, expense or damages resulting from bad faith, self-dealing, intentional misconduct or gross negligence by

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an indemnitee, or any act which may not be indemnified under the Delaware General Corporation Law.

Section 8. Governing Law and Arbitration.

The Agreement is governed by and shall be construed in accordance with the laws of the State of New York with respect to contracts made and to be performed entirely therein and without regard to choice of law or principles thereof.

Any controversy or claim arising out of or relating to the Agreement, or the breach thereof, shall be settled by arbitration. Each party shall appoint one non-neutral arbitrator. The two party arbitrators shall select a third arbitrator. If within 30 days after their appointment the two party arbitrators do not select a third arbitrator, the third arbitrator shall be selected by the American Arbitration Association (AAA). The arbitration shall be conducted in New York, New York under the AAA's Commercial Arbitration Rules, and the arbitrators shall issue a reasoned award. The arbitrators may award costs and attorneys' fees to the prevailing party. Judgment on the award rendered by the arbitrators may be entered in any court having jurisdiction thereof. In the event the Company files under Chapter 11, the Company and APS agree that the Bankruptcy Court shall have jurisdiction over any and all matters arising under or in connection with this Agreement, including the indemnification provisions outlined in Section 7, above.

In any court proceeding arising out of this Agreement, the parties hereby waive any right to trial by jury.

Section 9. Termination and Survival.

The Agreement may be terminated at any time by written notice by one party to the other; provided, however, that notwithstanding such termination APS will be entitled to any fees and expenses due under the provisions of the Agreement, including Success Fee and Break Fee in accordance with Schedule 1. Such payment obligation shall inure to the benefit of any successor or assignee of APS.

Sections 2, 4, 5, 7, 8, 9, 10 and 11 of these Terms, the provisions of Schedule 1 and the obligation to pay accrued fees and expenses shall survive the expiration or termination of the Agreement.

Section 10. Non-Solicitation of Employees.

The Company acknowledges and agrees that APS has made a significant monetary investment recruiting, hiring and training its personnel. During the term of this Agreement and for a period of two years after the date that APS last renders services pursuant to this Agreement (the "Restrictive Period"), the Company and its affiliates agree not to directly or indirectly hire, contract with, or solicit the employment of any of APS' Managing Directors, Directors, or other employees/contractors.

If during the Restrictive Period the Company or its affiliates directly or indirectly hires or contracts with any of

APS' Managing Directors, Directors, or other employees/contractors, the Company agrees to pay to APS as liquidated damages and not as a penalty the sum total of: (i) for a Managing Director, one million U.S. dollars (\$1,000,000 USD); (ii) for a Director, five hundred thousand U.S. dollars (\$500,000 USD); and (iii) for any other employee/contractor, two hundred fifty thousand U.S. dollars (\$250,000 USD). The Company acknowledges and agrees that liquidated damages in such amounts are (x) fair, reasonable and necessary under the circumstances to reimburse APS for the costs of recruiting, hiring and training its employees as well as the lost profits and opportunity costs related to such personnel, and to protect the significant investment that APS has made in its Managing Directors, Directors, and other employees/consultants; and (y) appropriate due to the difficulty of calculating the exact amount and value of that investment.

The Company also acknowledges and agrees that money damages alone may not be an adequate remedy for a breach of this provision, and the Company agrees that APS shall have the right to seek a restraining order and/or an injunction for any breach of this non-solicitation provision. If any provision of this section is found to be invalid or unenforceable, then it shall be deemed modified or restricted to the extent and in the manner necessary to render the same valid and enforceable.

Section 11. General.

Severability. If any portion of the Agreement shall be determined to be invalid or unenforceable, the remainder shall be valid and enforceable to the maximum extent possible.

Entire Agreement. These Terms, the letter agreement into which they are incorporated and the Schedule(s) and Exhibit to such letter agreement contain the entire understanding of the parties relating to the services to be rendered by APS and the Temporary Staff and may not be amended or modified in any respect except in a writing signed by the parties. APS is not responsible for performing any services not specifically described herein or in a subsequent writing signed by the parties

Joint and Several. If more than one party signs this Agreement, the liability of each party shall be joint and several.

Limit of Liability. APS shall not be liable for incidental or consequential damages under any circumstances, even if it has been advised of the possibility of such damages. APS' aggregate liability, whether in tort, contract, or otherwise, is limited to the amount of fees paid to APS for services on this engagement (the "Liability Cap"). The Liability Cap is the total limit of APS' aggregate liability for any and all claims or demands by anyone pursuant to this Agreement, including liability to the Company, to any other parties hereto, and to any others making claims relating to the work performed by APS pursuant to this Agreement. Any such claimants shall allocate any amounts payable by APS among themselves as appropriate, but if they cannot agree on the allocation it will not affect the enforceability of the

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Liability Cap. Under no circumstances shall the aggregate of all such allocations or other claims against APS pursuant to this Agreement exceed the Liability Cap.

Notices. All notices required or permitted to be delivered under the Agreement shall be sent, if to APS, to:

AP Services, LLC
2000 Town Center, Suite 2400
Southfield, MI 48075
Attention: General Counsel

and if to the Company, to the address set forth in the Agreement, to the attention of the Company's General Counsel, or to such other name or address as may be given in writing to the other party. All notices under the Agreement shall be sufficient if delivered by facsimile or overnight mail. Any notice shall be deemed to be given only upon actual receipt.